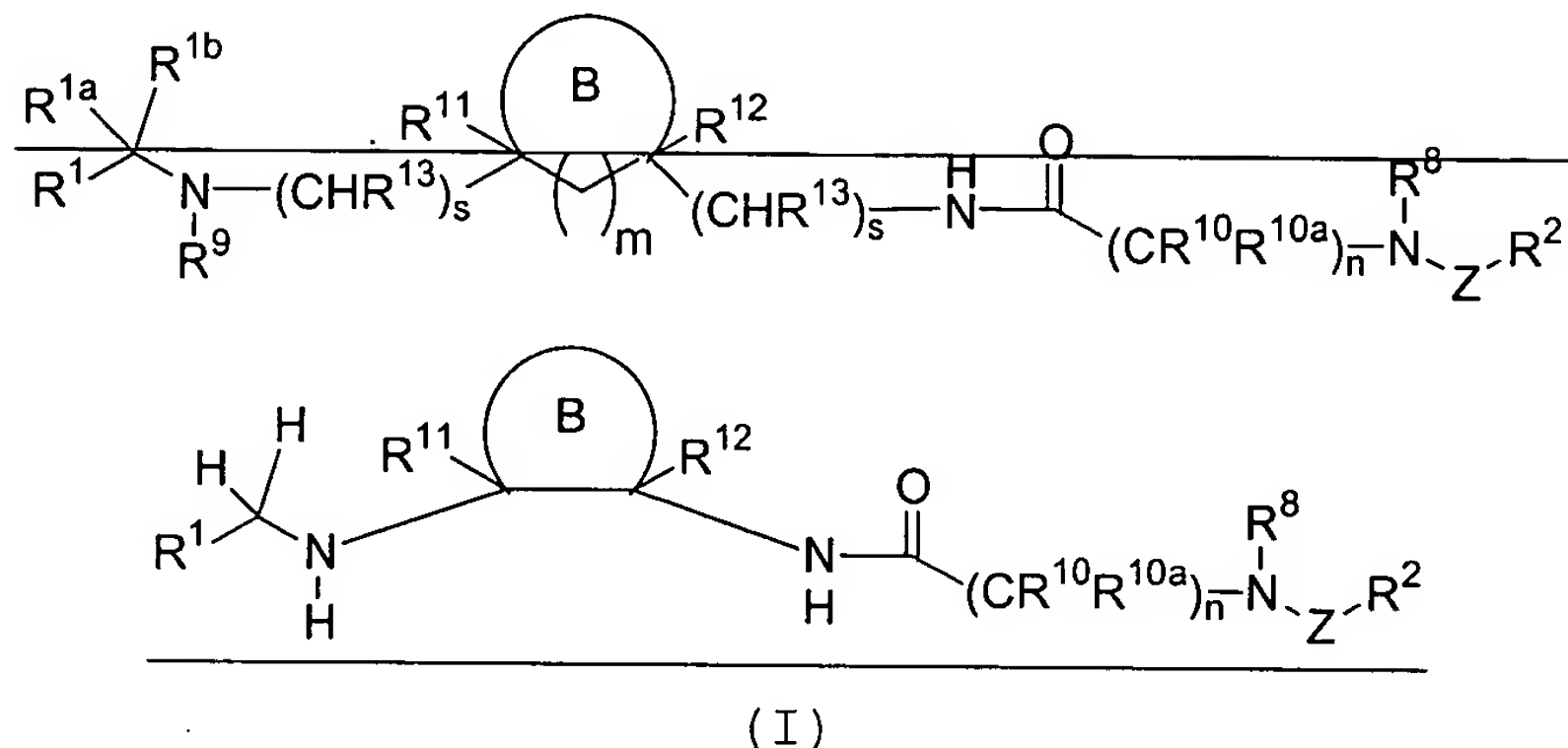


1. (AMENDED) A compound of Formula (I)



or a stereoisomer or a pharmaceutically acceptable salt thereof, wherein:

ring B is a cycloalkyl group of ~~3 to 8~~ having 6 carbon atoms wherein the cycloalkyl group is saturated ~~or partially unsaturated~~; or a heterocycle of ~~3 to 7~~ atoms wherein the heterocycle is saturated or partially unsaturated, the heterocycle containing a heteroatom selected from ~~O, S, S(=O), S(=O)₂, and N(R⁴)~~, the heterocycle optionally containing a ~~C(O)~~; ring B being substituted with 0-2 R⁵;

Z is selected from a bond, $-C(O)-$, $-C(O)NH-$, $-C(S)NH-$, $-SO_2-$, and $-SO_2NH-$;

~~R^{1a} and R^{1b} are independently selected from H, C₁₋₄ alkyl, C₁₋₄ cycloalkyl, CF₃, or alternatively, R^{1a} and R^{1b} are taken together to form =O;~~

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R¹ is selected from a C₆₋₁₀ aryl group substituted with 0-5 R⁶ and a 5-10 membered heteroaryl system containing 1-4 heteroatoms selected from N, O, and S, substituted with 0-3 R⁶;

R² is selected from a C₆₋₁₀ aryl group substituted with 0-5 R⁷ and a 5-10 membered heteroaryl system containing 1-4 heteroatoms selected from N, O, and S, substituted with 0-3 R⁷;

R⁴ is selected from H, C₁₋₆ alkyl, C₃₋₈ alkenyl, C₃₋₈ alkynyl, (CRR)_qOH, (CRR)_tSH, (CRR)_tOR^{4d}, (CHR)_tSR^{4d}, (CRR)_tNR^{4a}R^{4a}, (CRR)_qC(O)OH, (CRR)_rC(O)R^{4b}, (CRR)_rC(O)NR^{4a}R^{4a}, (CRR)_tOC(O)NR^{4a}R^{4a}, (CRR)_tNR^{4a}C(O)OR^{4d}, (CRR)_tNR^{4a}C(O)R^{4b}, (CRR)_rC(O)OR^{4b}, (CRR)_tOC(O)R^{4b}, (CRR)_rS(O)_pR^{4b}, (CRR)_rS(O)₂NR^{4a}R^{4a}, (CRR)_rNR^{4a}S(O)₂R^{4b}, C₁₋₆ haloalkyl, a (CRR)_r-C₃₋₁₀ carbocyclic residue substituted with 0-3 R^{4e}, and a (CHR)_r-4-10 membered heterocyclic system containing 1-4 heteroatoms selected from N, O, and S, substituted with 0-2 R^{4e};

R^{4a}, at each occurrence, is independently selected from H, methyl substituted with 0-1 R^{4c}, C₂₋₆ alkyl substituted with 0-3 R^{4e}, C₃₋₈ alkenyl substituted with 0-3 R^{4e}, C₃₋₈ alkynyl substituted with 0-3 R^{4e}, a (CH₂)_r-C₃₋₁₀ carbocyclic residue substituted with 0-4 R^{4e}, and a (CHR)_r-4-10 membered heterocyclic system containing 1-4 heteroatoms

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selected from N, O, and S, substituted with 0-2 R^{4e} ;

R^{4b} , at each occurrence, is selected from H, C_{1-6} alkyl substituted with 0-3 R^{4e} , C_{3-8} alkenyl substituted with 0-3 R^{4e} , C_{3-8} alkynyl substituted with 0-3 R^{4e} , a $(CH_2)_r$ - C_{3-6} carbocyclic residue substituted with 0-2 R^{4e} , and a $(CHR)_r$ -4-10 membered heterocyclic system containing 1-4 heteroatoms selected from N, O, and S, substituted with 0-2 R^{4e} ;

R^{4c} is independently selected from $-C(O)R^{4b}$, $-C(O)OR^{4d}$, $-C(O)NR^{4f}R^{4f}$, and $(CH_2)_r$ phenyl;

R^{4d} , at each occurrence, is selected from methyl, CF_3 , C_{1-6} alkyl substituted with 0-3 R^{4e} , C_{3-8} alkenyl substituted with 0-3 R^{4e} , C_{3-8} alkynyl substituted with 0-3 R^{4e} , and a C_{3-10} carbocyclic residue substituted with 0-3 R^{4e} ;

R^{4e} , at each occurrence, is selected from C_{1-6} alkyl, C_{2-8} alkenyl, C_{2-8} alkynyl, $(CH_2)_rC_{3-6}$ cycloalkyl, Cl, F, Br, I, CN, NO_2 , $(CF_2)_rCF_3$, $(CH_2)_rOC_{1-5}$ alkyl, OH, SH, $(CH_2)_rSC_{1-5}$ alkyl, $(CH_2)_rNR^{4f}R^{4f}$, $-C(O)R^{4i}$, $-C(O)OR^{4j}$, $-C(O)NR^{4h}R^{4h}$, $-OC(O)NR^{4h}R^{4h}$, $-NR^{4h}C(O)NR^{4h}R^{4h}$, $-NR^{4h}C(O)OR^{4j}$, and $(CH_2)_r$ phenyl;

R^{4f} , at each occurrence, is selected from H, C_{1-6} alkyl, C_{3-6} cycloalkyl, and phenyl;

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R^{4h}, at each occurrence, is independently selected from H, C₁₋₆ alkyl, C₃₋₈ alkenyl, C₃₋₈ alkynyl, and a (CH₂)_r-C₃₋₁₀ carbocyclic;

R⁴ⁱ, at each occurrence, is selected from H, C₁₋₆ alkyl, C₃₋₈ alkenyl, C₃₋₈ alkynyl, and a (CH₂)_r-C₃₋₆ carbocyclic residue;

R^{4j}, at each occurrence, is selected from CF₃, C₁₋₆ alkyl, C₃₋₈ alkenyl, C₃₋₈ alkynyl, and a C₃₋₁₀ carbocyclic residue;

R⁵, at each occurrence, is independently selected from H, C₁₋₆ alkyl, C₂₋₈ alkenyl, C₂₋₈ alkynyl, (CRR)_rOH, (CRR)_rSH, (CRR)_rOR^{5d}, (CRR)_rSR^{5d}, (CRR)_rNR^{5a}R^{5a}, (CRR)_rC(O)OH, (CRR)_rC(O)R^{5b}, (CRR)_rC(O)NR^{5a}R^{5a}, (CRR)_rNR^{5a}C(O)R^{5b}, (CRR)_rOC(O)NR^{5a}R^{5a}, (CRR)_rNR^{5a}C(O)OR^{5d}, (CRR)_rNR^{5a}C(O)NR^{5a}R^{5a}, (CRR)_rNR^{5a}C(O)H, (CRR)_rC(O)OR^{5b}, (CRR)_rOC(O)R^{5b}, (CRR)_rS(O)_pR^{5b}, (CRR)_rS(O)₂NR^{5a}R^{5a}, (CRR)_rNR^{5a}S(O)₂R^{5b}, (CRR)_rNR^{5a}S(O)₂NR^{5a}R^{5a}, C₁₋₆ haloalkyl, a (CRR)_r-C₃₋₁₀ carbocyclic residue substituted with 0-3 R^{5c}, and a (CRR)_r-5-10 membered heterocyclic system containing 1-4 heteroatoms selected from N, O, and S, substituted with 0-2 R^{5c};

R^{5a}, at each occurrence, is independently selected from H, methyl substituted with 0-1 R^{5g}, C₂₋₆ alkyl

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substituted with 0-2 R^{5e}, C₃₋₈ alkenyl substituted with 0-2 R^{5e}, C₃₋₈ alkynyl substituted with 0-2 R^{5e}, a (CH₂)_r-C₃₋₁₀ carbocyclic residue substituted with 0-5 R^{5e}, and a (CH₂)_r-5-10 membered heterocyclic system containing 1-4 heteroatoms selected from N, O, and S, substituted with 0-3 R^{5e};

R^{5b}, at each occurrence, is selected from C₁₋₆ alkyl substituted with 0-3 R^{5e}, C₃₋₈ alkenyl substituted with 0-2 R^{5e}, C₃₋₈ alkynyl substituted with 0-2 R^{5e}, a (CH₂)_r-C₃₋₆ carbocyclic residue substituted with 0-2 R^{5e}, and a (CH₂)_r-5-6 membered heterocyclic system containing 1-4 heteroatoms selected from N, O, and S, substituted with 0-3 R^{5e};

R^{5c}, at each occurrence, is selected from C₁₋₆ alkyl, C₂₋₈ alkenyl, C₂₋₈ alkynyl, (CH₂)_rC₃₋₆ cycloalkyl, Cl, Br, I, F, (CF₂)_rCF₃, NO₂, CN, (CH₂)_rNR^{5f}R^{5f}, (CH₂)_rOH, (CH₂)_rOC₁₋₄ alkyl, (CH₂)_rSC₁₋₄ alkyl, (CH₂)_rC(O)OH, (CH₂)_rC(O)R^{5b}, (CH₂)_rC(O)NR^{5f}R^{5f}, (CH₂)_rNR^{5f}C(O)R^{5b}, (CH₂)_rC(O)OC₁₋₄ alkyl, (CH₂)_rOC(O)R^{5b}, (CH₂)_rC(=NR^{5f})NR^{5f}R^{5f}, (CH₂)_rS(O)_pR^{5b}, (CH₂)_rNHC(=NR^{5f})NR^{5f}R^{5f}, (CH₂)_rS(O)₂NR^{5f}R^{5f}, (CH₂)_rNR^{5f}S(O)₂R^{5b}, and (CH₂)_rphenyl substituted with 0-3 R^{5e};

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R^{5d} , at each occurrence, is selected from methyl, CF_3 , C_{2-6} alkyl substituted with 0-2 R^{5e} , C_{3-8} alkenyl substituted with 0-2 R^{5e} , C_{3-8} alkynyl substituted with 0-2 R^{5e} , and a C_{3-10} carbocyclic residue substituted with 0-3 R^{5e} ;

R^{5e} , at each occurrence, is selected from C_{1-6} alkyl, C_{2-8} alkenyl, C_{2-8} alkynyl, C_{3-6} cycloalkyl, Cl, F, Br, I, CN, NO_2 , $(CF_2)_rCF_3$, $(CH_2)_rOC_{1-5}$ alkyl, OH, SH, $(CH_2)_rSC_{1-5}$ alkyl, $(CH_2)_rNR^{5f}R^{5f}$, and $(CH_2)_rphenyl$;

R^{5f} , at each occurrence, is selected from H, C_{1-6} alkyl, and C_{3-6} cycloalkyl;

R^{5g} is independently selected from $-C(O)R^{5b}$, $-C(O)OR^{5d}$, $-C(O)NR^{5f}R^{5f}$, and $(CH_2)_rphenyl$;

R, at each occurrence, is selected from H, C_{1-6} alkyl substituted with R^{5e} , C_{2-8} alkenyl, C_{2-8} alkynyl, $(CH_2)_rC_{3-6}$ cycloalkyl, and $(CH_2)_rphenyl$ substituted with R^{5e} ;

R^6 , at each occurrence, is selected from C_{1-8} alkyl, C_{2-8} alkenyl, C_{2-8} alkynyl, $(CH_2)_rC_{3-6}$ cycloalkyl, Cl, Br, I, F, NO_2 , CN, $(CR'R')_rNR^{6a}R^{6a}$, $(CR'R')_rOH$, $(CR'R')_rO(CR'R')_rR^{6d}$, $(CR'R')_rSH$, $(CR'R')_rC(O)H$, $(CR'R')_rS(CR'R')_rR^{6d}$, $(CR'R')_rSC(O)(CR'R')_rR^{6b}$, $(CR'R')_rC(O)OH$, $(CR'R')_rC(O)(CR'R')_rR^{6b}$,

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$(CR'R')_rNR^{6a}R^{6a}$, $(CR'R')_rC(O)NR^{6a}R^{6a}$,
 $(CR'R')_rNR^{6f}C(O)(CR'R')_rR^{6b}$,
 $(CR'R')_rC(O)O(CR'R')_rR^{6d}$, $(CR'R')_rOC(O)(CR'R')_rR^{6b}$,
 $(CR'R')_rOC(O)NR^{6a}(CR'R')_rR^{6d}$,
 $(CR'R')_rNR^{6a}C(O)NR^{6a}(CR'R')_rR^{6d}$,
 $(CR'R')_rNR^{6a}C(S)NR^{6a}(CR'R')_rR^{6d}$,
 $(CR'R')_rNR^{6f}C(O)O(CR'R')_rR^{6b}$,
 $(CR'R')_rC(=NR^{6f})NR^{6a}R^{6a}$, $(CR'R')_rNHC(=NR^{6f})NR^{6f}R^{6f}$,
 $(CR'R')_rS(O)_p(CR'R')_rR^{6b}$, $(CR'R')_rS(O)_2NR^{6a}R^{6a}$,
 $(CR'R')_rNR^{6f}S(O)_2NR^{6a}R^{6a}$,
 $(CR'R')_rNR^{6f}S(O)_2(CR'R')_rR^{6b}$, C_{1-6} haloalkyl, C_{2-8}
 alkenyl substituted with 0-3 R' , C_{2-8} alkynyl
 substituted with 0-3 R' , and $(CR'R')_r$ phenyl
 substituted with 0-3 R^{6e} ;

alternatively, two R^6 on adjacent atoms on R^1 may join to form a cyclic acetal;

R^{6a} , at each occurrence, is selected from H, methyl substituted with 0-1 R^{6g} , C_{2-6} alkyl substituted with 0-2 R^{6e} , C_{3-8} alkenyl substituted with 0-2 R^{6e} , C_{3-8} alkynyl substituted with 0-2 R^{6e} , a $(CH_2)_r$ - C_{3-10} carbocyclic residue substituted with 0-5 R^{6e} , and a $(CH_2)_r$ -5-10 membered heterocyclic system containing 1-4 heteroatoms selected from N, O, and S, substituted with 0-2 R^{6e} ;

R^{6b} , at each occurrence, is selected from H, C_{1-6} alkyl substituted with 0-2 R^{6e} , C_{3-8} alkenyl substituted

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with 0-2 R^{6e} , C_{3-8} alkynyl substituted with 0-2 R^{6e} , a $(CH_2)_rC_{3-6}$ carbocyclic residue substituted with 0-3 R^{6e} , and a $(CH_2)_{r-5-6}$ membered heterocyclic system containing 1-4 heteroatoms selected from N, O, and S, substituted with 0-2 R^{6e} ;

R^{6d} , at each occurrence, is selected from C_{3-8} alkenyl substituted with 0-2 R^{6e} , C_{3-8} alkynyl substituted with 0-2 R^{6e} , methyl, CF_3 , C_{2-6} alkyl substituted with 0-3 R^{6e} , a $(CH_2)_r-C_{3-10}$ carbocyclic residue substituted with 0-3 R^{6e} , and a $(CH_2)_{r-5-6}$ membered heterocyclic system containing 1-4 heteroatoms selected from N, O, and S, substituted with 0-3 R^{6e} ;

R^{6e} , at each occurrence, is selected from C_{1-6} alkyl, C_{2-8} alkenyl, C_{2-8} alkynyl, $(CH_2)_rC_{3-6}$ cycloalkyl, Cl, F, Br, I, CN, NO_2 , $(CF_2)_rCF_3$, $(CH_2)_rOC_{1-5}$ alkyl, OH, SH, $(CH_2)_rSC_{1-5}$ alkyl, $(CH_2)_rNR^{6f}R^{6f}$, and $(CH_2)_r$ phenyl;

R^{6f} , at each occurrence, is selected from H, C_{1-5} alkyl, and C_{3-6} cycloalkyl, and phenyl;

R^{6g} is independently selected from $-C(O)R^{6b}$, $-C(O)OR^{6d}$, $-C(O)NR^{6f}R^{6f}$, and $(CH_2)_r$ phenyl;

R^7 , at each occurrence, is selected from C_{1-8} alkyl, C_{2-8} alkenyl, C_{2-8} alkynyl, $(CH_2)_rC_{3-6}$ cycloalkyl,

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Cl , Br , I , F , NO_2 , CN , $(\text{CR}'\text{R}')_r\text{NR}^{7a}\text{R}^{7a}$, $(\text{CR}'\text{R}')_r\text{OH}$,
 $(\text{CR}'\text{R}')_r\text{O}(\text{CR}'\text{R}')_r\text{R}^{7d}$, $(\text{CR}'\text{R}')_r\text{SH}$, $(\text{CR}'\text{R}')_r\text{C}(\text{O})\text{H}$,
 $(\text{CR}'\text{R}')_r\text{S}(\text{CR}'\text{R}')_r\text{R}^{7d}$, $(\text{CR}'\text{R}')_r\text{C}(\text{O})\text{OH}$,
 $(\text{CR}'\text{R}')_r\text{C}(\text{O})(\text{CR}'\text{R}')_r\text{R}^{7b}$, $(\text{CR}'\text{R}')_r\text{C}(\text{O})\text{NR}^{7a}\text{R}^{7a}$,
 $(\text{CR}'\text{R}')_r\text{NR}^{7f}\text{C}(\text{O})(\text{CR}'\text{R}')_r\text{R}^{7b}$,
 $(\text{CR}'\text{R}')_r\text{C}(\text{O})\text{O}(\text{CR}'\text{R}')_r\text{R}^{7d}$, $(\text{CR}'\text{R}')_r\text{OC}(\text{O})(\text{CR}'\text{R}')_r\text{R}^{7b}$,
 $(\text{CR}'\text{R}')_r\text{OC}(\text{O})\text{NR}^{7a}(\text{CR}'\text{R}')_r\text{R}^{7a}$,
 $(\text{CR}'\text{R}')_r\text{NR}^{7a}\text{C}(\text{O})\text{NR}^{7a}(\text{CR}'\text{R}')_r\text{R}^{7a}$,
 $(\text{CR}'\text{R}')_r\text{NR}^{7f}\text{C}(\text{O})\text{O}(\text{CR}'\text{R}')_r\text{R}^{7b}$,
 $(\text{CR}'\text{R}')_r\text{C}(=\text{NR}^{7f})\text{NR}^{7a}\text{R}^{7a}$, $(\text{CR}'\text{R}')_r\text{NHC}(=\text{NR}^{7f})\text{NR}^{7f}\text{R}^{7f}$,
 $(\text{CR}'\text{R}')_r\text{S}(\text{O})_p(\text{CR}'\text{R}')_r\text{R}^{7b}$, $(\text{CR}'\text{R}')_r\text{S}(\text{O})_2\text{NR}^{7a}\text{R}^{7a}$,
 $(\text{CR}'\text{R}')_r\text{NR}^{7a}\text{S}(\text{O})_2\text{NR}^{7a}\text{R}^{7a}$,
 $(\text{CR}'\text{R}')_r\text{NR}^{7f}\text{S}(\text{O})_2(\text{CR}'\text{R}')_r\text{R}^{7b}$, C_{1-6} haloalkyl, C_{2-8}
 alkenyl substituted with 0-3 R' , C_{2-8} alkynyl
 substituted with 0-3 R' , and $(\text{CR}'\text{R}')_r\text{phenyl}$
 substituted with 0-3 R^{7e} ;

alternatively, two R^7 on adjacent atoms on R^2 may join to form a cyclic acetal;

R^{7a} , at each occurrence, is independently selected from
 H , methyl substituted with 0-1 R^{7g} , C_{2-6} alkyl
 substituted with 0-2 R^{7e} , C_{3-8} alkenyl substituted
 with 0-2 R^{7e} , C_{3-8} alkynyl substituted with 0-2
 R^{7e} , a $(\text{CH}_2)_r\text{-C}_{3-10}$ carbocyclic residue substituted
 with 0-5 R^{7e} , and a $(\text{CH}_2)_r\text{-5-10}$ membered
 heterocyclic system containing 1-4 heteroatoms
 selected from N , O , and S , substituted with 0-2
 R^{7e} ;

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R^{7b} , at each occurrence, is selected from C_{1-6} alkyl substituted with 0-2 R^{7e} , C_{3-8} alkenyl substituted with 0-2 R^{7e} , C_{3-8} alkynyl substituted with 0-2 R^{7e} , a $(CH_2)_rC_{3-6}$ carbocyclic residue substituted with 0-3 R^{7e} , and a $(CH_2)_{r-5-6}$ membered heterocyclic system containing 1-4 heteroatoms selected from N, O, and S, substituted with 0-2 R^{7e} ;

R^{7d} , at each occurrence, is selected from C_{3-8} alkenyl substituted with 0-2 R^{7e} , C_{3-8} alkynyl substituted with 0-2 R^{7e} , methyl, CF_3 , C_{2-6} alkyl substituted with 0-3 R^{7e} , a $(CH_2)_r-C_{3-10}$ carbocyclic residue substituted with 0-3 R^{7e} , and a $(CH_2)_{r-5-6}$ membered heterocyclic system containing 1-4 heteroatoms selected from N, O, and S, substituted with 0-3 R^{7e} ;

R^{7e} , at each occurrence, is selected from C_{1-6} alkyl, C_{2-8} alkenyl, C_{2-8} alkynyl, $(CH_2)_rC_{3-6}$ cycloalkyl, Cl, F, Br, I, CN, NO_2 , $(CF_2)_rCF_3$, $(CH_2)_rOC_{1-5}$ alkyl, OH, SH, $(CH_2)_rSC_{1-5}$ alkyl, $(CH_2)_rNR^{7f}R^{7f}$, and $(CH_2)_rphenyl$;

R^{7f} , at each occurrence, is selected from H, C_{1-5} alkyl, and C_{3-6} cycloalkyl, and phenyl;

R^{7g} is independently selected from $-C(O)R^{7b}$, $-C(O)OR^{7d}$, $-C(O)NR^{7f}R^{7f}$, and $(CH_2)_rphenyl$;

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R', at each occurrence, is selected from H, C₁₋₆ alkyl substituted with R^{6e}, C₂₋₈ alkenyl, C₂₋₈ alkynyl, (CH₂)_rC₃₋₆ cycloalkyl, and (CH₂)_rphenyl substituted with R^{6e};

R⁸ is selected from H, C₁₋₄ alkyl, and C₃₋₄ cycloalkyl;

R⁹ is selected from, H, C₁₋₄ alkyl, C₃₋₄ cycloalkyl, and (CH₂)-R¹;

R¹⁰ and R^{10a} are independently selected from H, and C₁₋₄alkyl substituted with 0-1 R^{10b},

alternatively, R¹⁰ and R^{10a} can join to form a C₃₋₆ cycloalkyl;

R^{10b}, at each occurrence, is independently selected from -OH, -SH, -NR^{10c}R^{10c}, -C(O)NR^{10c}R^{10c}, and -NHC(O)R^{10c};

R^{10c} is selected from H, C₁₋₄ alkyl and C₃₋₆ cycloalkyl;

R¹¹ is selected from H, C₁₋₄ alkyl, (CHR)_qOH, (CHR)_qSH, (CHR)_qOR^{11d}, (CHR)_qS(O)_pR^{11d}, (CHR)_rC(O)R^{11b}, (CHR)_rNR^{11a}R^{11a}, (CHR)_rC(O)NR^{11a}R^{11a}, (CHR)_rC(O)NR^{11a}OR^{11d}, (CHR)_qNR^{11a}C(O)R^{11b}, (CHR)_qNR^{11a}C(O)OR^{11d}, (CHR)_qOC(O)NR^{11a}R^{11a}, (CHR)_rC(O)OR^{11d}, a (CHR)_r-C₃₋₆ carbocyclic residue

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substituted with 0-5 R^{11e}, and a (CHR)_r-5-10 membered heterocyclic system containing 1-4 heteroatoms selected from N, O, and S, substituted with 0-3 R^{11e};

R^{11a}, at each occurrence, is independently selected from H, C₁₋₄ alkyl, C₃₋₄ alkenyl, C₃₋₄ alkynyl, (CH₂)_rC₃₋₆ cycloalkyl, a (CH₂)_r-C₃₋₆ carbocyclic residue substituted with 0-5 R^{11e}, and a (CH₂)_r-5-6 membered heterocyclic system containing 1-4 heteroatoms selected from N, O, and S, substituted with 0-3 R^{11e};

R^{11b}, at each occurrence, is independently selected from C₁₋₄ alkyl, C₂₋₄ alkenyl, C₂₋₄ alkynyl, a (CH₂)_r-C₃₋₆ carbocyclic residue substituted with 0-2 R^{11e}, and a (CH₂)_r-5-6 membered heterocyclic system containing 1-4 heteroatoms selected from N, O, and S, substituted with 0-3 R^{11e};

R^{11d}, at each occurrence, is independently selected from H, methyl, -CF₃, C₂₋₄ alkyl, C₃₋₆ alkenyl, C₃₋₆ alkynyl, a C₃₋₆ carbocyclic residue substituted with 0-3 R^{11e}, and a (CH₂)_r-5-6 membered heterocyclic system containing 1-4 heteroatoms selected from N, O, and S, substituted with 0-3 R^{11e};

R^{11e}, at each occurrence, is selected from C₁₋₆ alkyl, C₂₋₈ alkenyl, C₂₋₈ alkynyl, C₃₋₆ cycloalkyl, Cl, F,

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Br, I, CN, NO₂, (CF₂)_rCF₃, (CH₂)_rOC₁₋₅ alkyl, OH, -O-C₁₋₆ alkyl, SH, (CH₂)_rSC₁₋₅ alkyl, (CH₂)_rNR^{11f}R^{11f}, and (CH₂)_rphenyl;

R^{11f}, at each occurrence, is selected from H, C₁₋₆ alkyl, and C₃₋₆ cycloalkyl;

R¹² is selected from H, C₁₋₄ alkyl, (CHR)_qOH, (CHR)_qSH, (CHR)_qOR^{12d}, (CHR)_qS(O)_pR^{12d}, (CHR)_rC(O)R^{12b}, (CHR)_rNR^{12a}R^{12a}, (CHR)_rC(O)NR^{12a}R^{12a}, (CHR)_rC(O)NR^{12a}OR^{12d}, (CHR)_qNR^{12a}C(O)R^{12b}, (CHR)_qNR^{12a}C(O)OR^{12d}, (CHR)_qOC(O)NR^{12a}R^{12a}, (CHR)_rC(O)OR^{12d}, a (CHR)_r-C₃₋₆ carbocyclic residue substituted with 0-5 R^{12e}, and a (CHR)_r-5-10 membered heterocyclic system containing 1-4 heteroatoms selected from N, O, and S, substituted with 0-3 R^{12e};

R^{12a}, at each occurrence, is independently selected from H, C₁₋₄ alkyl, C₃₋₄ alkenyl, C₃₋₄ alkynyl, (CH₂)_rC₃₋₆ cycloalkyl, a (CH₂)_r-C₃₋₆ carbocyclic residue substituted with 0-5 R^{12e}, and a (CH₂)_r-5-6 membered heterocyclic system containing 1-4 heteroatoms selected from N, O, and S, substituted with 0-3 R^{12e};

R^{12b}, at each occurrence, is independently selected from C₁₋₄ alkyl, C₂₋₄ alkenyl, C₂₋₄ alkynyl, a (CH₂)_r-C₃₋₆ carbocyclic residue substituted with 0-2 R^{12e}, and a (CH₂)_r-5-6 membered heterocyclic

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system containing 1-4 heteroatoms selected from N, O, and S, substituted with 0-3 R^{12e};

R^{12d}, at each occurrence, is independently selected from H, methyl, -CF₃, C₂₋₄ alkyl, C₃₋₆ alkenyl, C₃₋₆ alkynyl, a C₃₋₆ carbocyclic residue substituted with 0-3 R^{12e}, and a (CH₂)_r-5-6 membered heterocyclic system containing 1-4 heteroatoms selected from N, O, and S, substituted with 0-3 R^{12e};

R^{12e}, at each occurrence, is selected from C₁₋₆ alkyl, C₂₋₈ alkenyl, C₂₋₈ alkynyl, C₃₋₆ cycloalkyl, Cl, F, Br, I, CN, NO₂, (CF₂)_rCF₃, (CH₂)_rOC₁₋₅ alkyl, OH, -O-C₁₋₆ alkyl, SH, (CH₂)_rSC₁₋₅ alkyl, (CH₂)_rNR^{12f}R^{12f}, and (CH₂)_rphenyl;

R^{12f}, at each occurrence, is selected from H, C₁₋₆ alkyl, and C₃₋₆ cycloalkyl;

~~R¹³, at each occurrence, is independently selected from methyl, C₂₋₄ alkyl substituted with 0-1 R^{13b},~~

~~R^{13b} is selected from OH, SH, NR^{13e}R^{13e},
-C(O)NR^{13e}R^{13e}, and NHC(O)R^{13e}.~~

~~R^{13e} is selected from H, C₁₋₄ alkyl and C₃₋₆ cycloalkyl;~~

n is selected from 1 and 2;

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~~m is selected from 0 and 1;~~

p, at each occurrence, is independently selected from
0, 1, and 2;

q, at each occurrence, is independently selected from
1, 2, 3, and 4;

r, at each occurrence, is independently selected from
0, 1, 2, 3, and 4;

~~s, at each occurrence, is independently selected from 0
and 1; and~~

t, at each occurrence, is independently selected from
2, 3, and 4.

2. (AMENDED) A compound claim 1, wherein

ring B is a cycloalkyl group ~~of 3 to 8~~ having 6 carbon
atoms wherein the cycloalkyl group is saturated ~~or~~
~~partially unsaturated; or a heterocycle of 3 to 7~~
~~atoms wherein the heterocycle is saturated or~~
~~partially unsaturated, the heterocycle containing~~
~~a heteroatom selected from O, S, S(=O),~~
~~S(=O)₂, and N(R⁴), the heterocycle optionally~~
~~containing a C(=O);~~ ring B being substituted with
0-2 R⁵;

Z is selected from a bond, -C(O)-, -C(O)NH-, -C(S)NH-,
-SO₂-, and -SO₂NH-;

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~~R^{1a} and R^{1b} are independently selected from H, C₁₋₄ alkyl, C₁₋₄ cycloalkyl, CF₃, or alternatively, R^{1a} and R^{1b} are taken together to form -O-~~

R¹ is selected from a C₆₋₁₀ aryl group substituted with 0-5 R⁶ and a 5-10 membered heteroaryl system containing 1-4 heteroatoms selected from N, O, and S, substituted with 0-3 R⁶;

R² is selected from a C₆₋₁₀ aryl group substituted with 0-5 R⁷ and a 5-10 membered heteroaryl system containing 1-4 heteroatoms selected from N, O, and S, substituted with 0-3 R⁷;

R⁴ is selected from H, C₁₋₆ alkyl, C₃₋₈ alkenyl, C₃₋₈ alkynyl, (CRR)_qOH, (CRR)_tSH, (CRR)_tOR^{4d}, (CHR)_tSR^{4d}, (CRR)_tNR^{4a}R^{4a}, (CRR)_qC(O)OH, (CRR)_rC(O)R^{4b}, (CRR)_rC(O)NR^{4a}R^{4a}, (CRR)_tOC(O)NR^{4a}R^{4a}, (CRR)_tNR^{4a}C(O)OR^{4d}, (CRR)_tNR^{4a}C(O)R^{4b}, (CRR)_rC(O)OR^{4b}, (CRR)_tOC(O)R^{4b}, (CRR)_rS(O)_pR^{4b}, (CRR)_rS(O)₂NR^{4a}R^{4a}, (CRR)_rNR^{4a}S(O)₂R^{4b}, C₁₋₆ haloalkyl, a (CRR)_r-C₃₋₁₀ carbocyclic residue substituted with 0-3 R^{4e}, and a (CHR)_r-4-10 membered heterocyclic system containing 1-4 heteroatoms selected from N, O, and S, substituted with 0-2 R^{4e};

R^{4a}, at each occurrence, is independently selected from H, methyl substituted with 0-1 R^{4c}, C₂₋₆ alkyl substituted with 0-3 R^{4e}, C₃₋₈ alkenyl substituted

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with 0-3 R^{4e} , C_{3-8} alkynyl substituted with 0-3 R^{4e} , and a $(CH_2)_r$ - C_{3-10} carbocyclic residue substituted with 0-4 R^{4e} ;

R^{4b} , at each occurrence, is selected from H, C_{1-6} alkyl substituted with 0-3 R^{4e} , C_{3-8} alkenyl substituted with 0-3 R^{4e} , C_{3-8} alkynyl substituted with 0-3 R^{4e} , and a $(CH_2)_r$ - C_{3-6} carbocyclic residue substituted with 0-2 R^{4e} ;

R^{4c} is independently selected from $-C(O)R^{4b}$, $-C(O)OR^{4d}$, $-C(O)NR^{4f}R^{4f}$, and $(CH_2)_r$ phenyl;

R^{4d} , at each occurrence, is selected from methyl, CF_3 , C_{1-6} alkyl substituted with 0-3 R^{4e} , C_{3-8} alkenyl substituted with 0-3 R^{4e} , C_{3-8} alkynyl substituted with 0-3 R^{4e} , and a C_{3-10} carbocyclic residue substituted with 0-3 R^{4e} ;

R^{4e} , at each occurrence, is selected from C_{1-6} alkyl, C_{2-8} alkenyl, C_{2-8} alkynyl, $(CH_2)_rC_{3-6}$ cycloalkyl, Cl, F, Br, I, CN, NO_2 , $(CF_2)_rCF_3$, $(CH_2)_rOC_{1-5}$ alkyl, OH, SH, $(CH_2)_rSC_{1-5}$ alkyl, $(CH_2)_rNR^{4f}R^{4f}$, $-C(O)R^{4i}$, $-C(O)OR^{4j}$, $-C(O)NR^{4h}R^{4h}$, $-OC(O)NR^{4h}R^{4h}$, $-NR^{4h}C(O)NR^{4h}R^{4h}$, $-NR^{4h}C(O)OR^{4j}$, and $(CH_2)_r$ phenyl;

R^{4f} , at each occurrence, is selected from H, C_{1-6} alkyl, C_{3-6} cycloalkyl, and phenyl;

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R^{4h}, at each occurrence, is independently selected from H, C₁₋₆ alkyl, C₃₋₈ alkenyl, C₃₋₈ alkynyl, and a (CH₂)_r-C₃₋₁₀ carbocyclic;

R⁴ⁱ, at each occurrence, is selected from H, C₁₋₆ alkyl, C₃₋₈ alkenyl, C₃₋₈ alkynyl, and a (CH₂)_r-C₃₋₆ carbocyclic residue;

R^{4j}, at each occurrence, is selected from CF₃, C₁₋₆ alkyl, C₃₋₈ alkenyl, C₃₋₈ alkynyl, and a C₃₋₁₀ carbocyclic residue;

R⁵, at each occurrence, is independently selected from H, C₁₋₆ alkyl, C₂₋₈ alkenyl, C₂₋₈ alkynyl, (CRR)_rOH, (CRR)_rSH, (CRR)_rOR^{5d}, (CRR)_rSR^{5d}, (CRR)_rNR^{5a}R^{5a}, (CRR)_rC(O)OH, (CRR)_rC(O)R^{5b}, (CRR)_rC(O)NR^{5a}R^{5a}, (CRR)_rNR^{5a}C(O)R^{5b}, (CRR)_rOC(O)NR^{5a}R^{5a}, (CRR)_rNR^{5a}C(O)OR^{5d}, (CRR)_rNR^{5a}C(O)NR^{5a}R^{5a}, (CRR)_rNR^{5a}C(O)H, (CRR)_rC(O)OR^{5b}, (CRR)_rOC(O)R^{5b}, (CRR)_rS(O)_pR^{5b}, (CRR)_rS(O)₂NR^{5a}R^{5a}, (CRR)_rNR^{5a}S(O)₂R^{5b}, (CRR)_rNR^{5a}S(O)₂NR^{5a}R^{5a}, C₁₋₆ haloalkyl, a (CRR)_r-C₃₋₁₀ carbocyclic residue substituted with 0-3 R^{5c}, and a (CRR)_r-5-10 membered heterocyclic system containing 1-4 heteroatoms selected from N, O, and S, substituted with 0-2 R^{5c};

R^{5a}, at each occurrence, is independently selected from H, methyl substituted with 0-1 R^{5g}, C₂₋₆ alkyl substituted with 0-2 R^{5e}, C₃₋₈ alkenyl substituted

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with 0-2 R^{5e}, C₃₋₈ alkynyl substituted with 0-2 R^{5e}, a (CH₂)_r-C₃₋₁₀ carbocyclic residue substituted with 0-5 R^{5e}, and a (CH₂)_r-5-10 membered heterocyclic system containing 1-4 heteroatoms selected from N, O, and S, substituted with 0-3 R^{5e};

R^{5b}, at each occurrence, is selected from C₁₋₆ alkyl substituted with 0-3 R^{5e}, C₃₋₈ alkenyl substituted with 0-2 R^{5e}, C₃₋₈ alkynyl substituted with 0-2 R^{5e}, a (CH₂)_r-C₃₋₆ carbocyclic residue substituted with 0-2 R^{5e}, and a (CH₂)_r-5-6 membered heterocyclic system containing 1-4 heteroatoms selected from N, O, and S, substituted with 0-3 R^{5e};

R^{5c}, at each occurrence, is selected from C₁₋₆ alkyl, C₂₋₈ alkenyl, C₂₋₈ alkynyl, (CH₂)_rC₃₋₆ cycloalkyl, Cl, Br, I, F, (CF₂)_rCF₃, NO₂, CN, (CH₂)_rNR^{5f}R^{5f}, (CH₂)_rOH, (CH₂)_rOC₁₋₄ alkyl, (CH₂)_rSC₁₋₄ alkyl, (CH₂)_rC(O)OH, (CH₂)_rC(O)R^{5b}, (CH₂)_rC(O)NR^{5f}R^{5f}, (CH₂)_rNR^{5f}C(O)R^{5b}, (CH₂)_rC(O)OC₁₋₄ alkyl, (CH₂)_rOC(O)R^{5b}, (CH₂)_rC(=NR^{5f})NR^{5f}R^{5f}, (CH₂)_rS(O)_pR^{5b}, (CH₂)_rNHC(=NR^{5f})NR^{5f}R^{5f}, (CH₂)_rS(O)₂NR^{5f}R^{5f}, (CH₂)_rNR^{5f}S(O)₂R^{5b}, and (CH₂)_rphenyl substituted with 0-3 R^{5e};

R^{5d}, at each occurrence, is selected from methyl, CF₃, C₂₋₆ alkyl substituted with 0-2 R^{5e}, C₃₋₈ alkenyl

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substituted with 0-2 R^{5e}, C₃₋₈ alkynyl substituted with 0-2 R^{5e}, and a C₃₋₁₀ carbocyclic residue substituted with 0-3 R^{5e};

R^{5e}, at each occurrence, is selected from C₁₋₆ alkyl, C₂₋₈ alkenyl, C₂₋₈ alkynyl, C₃₋₆ cycloalkyl, Cl, F, Br, I, CN, NO₂, (CF₂)_rCF₃, (CH₂)_rOC₁₋₅ alkyl, OH, SH, (CH₂)_rSC₁₋₅ alkyl, (CH₂)_rNR^{5f}R^{5f}, and (CH₂)_rphenyl;

R^{5f}, at each occurrence, is selected from H, C₁₋₆ alkyl, and C₃₋₆ cycloalkyl;

R^{5g} is independently selected from -C(O)R^{5b}, -C(O)OR^{5d}, -C(O)NR^{5f}R^{5f}, and (CH₂)_rphenyl;

R, at each occurrence, is selected from H, C₁₋₆ alkyl substituted with R^{5e}, C₂₋₈ alkenyl, C₂₋₈ alkynyl, (CH₂)_rC₃₋₆ cycloalkyl, and (CH₂)_rphenyl substituted with R^{5e};

R⁶, at each occurrence, is selected from C₁₋₈ alkyl, C₂₋₈ alkenyl, C₂₋₈ alkynyl, (CH₂)_rC₃₋₆ cycloalkyl, Cl, Br, I, F, NO₂, CN, (CR'R')_rNR^{6a}R^{6a}, (CR'R')_rOH, (CR'R')_rO(CR'R')_rR^{6d}, (CR'R')_rSH, (CR'R')_rC(O)H, (CR'R')_rS(CR'R')_rR^{6d}, (CR'R')_rC(O)OH, (CR'R')_rC(O)(CR'R')_rR^{6b}, (CR'R')_rNR^{6a}R^{6a}, (CR'R')_rC(O)NR^{6a}R^{6a}, (CR'R')_rNR^{6f}C(O)(CR'R')_rR^{6b}, (CR'R')_rC(O)O(CR'R')_rR^{6d}, (CR'R')_rOC(O)(CR'R')_rR^{6b},

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$(CR'R')_r OC(O)NR^{6a}(CR'R')_r R^{6d}$,
 $(CR'R')_r NR^{6a}C(O)NR^{6a}(CR'R')_r R^{6d}$,
 $(CR'R')_r NR^{6a}C(S)NR^{6a}(CR'R')_r R^{6d}$,
 $(CR'R')_r NR^{6f}C(O)O(CR'R')_r R^{6b}$,
 $(CR'R')_r C(=NR^{6f})NR^{6a}R^{6a}$, $(CR'R')_r NHC(=NR^{6f})NR^{6f}R^{6f}$,
 $(CR'R')_r S(O)_p(CR'R')_r R^{6b}$, $(CR'R')_r S(O)_2NR^{6a}R^{6a}$,
 $(CR'R')_r NR^{6f}S(O)_2NR^{6a}R^{6a}$,
 $(CR'R')_r NR^{6f}S(O)_2(CR'R')_r R^{6b}$, C_{1-6} haloalkyl, C_{2-8}
 alkenyl substituted with 0-3 R' , C_{2-8} alkynyl
 substituted with 0-3 R' , and $(CR'R')_r$ phenyl
 substituted with 0-3 R^{6e} ;

alternatively, two R^6 on adjacent atoms on R^1 may join to form a cyclic acetal;

R^{6a} , at each occurrence, is selected from H, methyl substituted with 0-1 R^{6g} , C_{2-6} alkyl substituted with 0-2 R^{6e} , C_{3-8} alkenyl substituted with 0-2 R^{6e} , C_{3-8} alkynyl substituted with 0-2 R^{6e} , a $(CH_2)_r$ - C_{3-10} carbocyclic residue substituted with 0-5 R^{6e} , and a $(CH_2)_r$ -5-10 membered heterocyclic system containing 1-4 heteroatoms selected from N, O, and S, substituted with 0-2 R^{6e} ;

R^{6b} , at each occurrence, is selected from H, C_{1-6} alkyl substituted with 0-2 R^{6e} , C_{3-8} alkenyl substituted with 0-2 R^{6e} , C_{3-8} alkynyl substituted with 0-2 R^{6e} , a $(CH_2)_r$ - C_{3-6} carbocyclic residue substituted with 0-3 R^{6e} , and a $(CH_2)_r$ -5-6 membered

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heterocyclic system containing 1-4 heteroatoms selected from N, O, and S, substituted with 0-2 R^{6e} ;

R^{6d} , at each occurrence, is selected from C_{3-8} alkenyl substituted with 0-2 R^{6e} , C_{3-8} alkynyl substituted with 0-2 R^{6e} , methyl, CF_3 , C_{2-6} alkyl substituted with 0-3 R^{6e} , a $(CH_2)_r$ - C_{3-10} carbocyclic residue substituted with 0-3 R^{6e} , and a $(CH_2)_r$ -5-6 membered heterocyclic system containing 1-4 heteroatoms selected from N, O, and S, substituted with 0-3 R^{6e} ;

R^{6e} , at each occurrence, is selected from C_{1-6} alkyl, C_{2-8} alkenyl, C_{2-8} alkynyl, $(CH_2)_r$ - C_{3-6} cycloalkyl, Cl, F, Br, I, CN, NO_2 , $(CF_2)_r$ - CF_3 , $(CH_2)_r$ - OC_{1-5} alkyl, OH, SH, $(CH_2)_r$ - SC_{1-5} alkyl, $(CH_2)_r$ - $NR^{6f}R^{6f}$, and $(CH_2)_r$ -phenyl;

R^{6f} , at each occurrence, is selected from H, C_{1-5} alkyl, and C_{3-6} cycloalkyl, and phenyl;

R^{6g} is independently selected from $-C(O)R^{6b}$, $-C(O)OR^{6d}$, $-C(O)NR^{6f}R^{6f}$, and $(CH_2)_r$ -phenyl;

R^7 , at each occurrence, is selected from C_{1-8} alkyl, C_{2-8} alkenyl, C_{2-8} alkynyl, $(CH_2)_r$ - C_{3-6} cycloalkyl, Cl, Br, I, F, NO_2 , CN, $(CR'R')_r$ - $NR^{7a}R^{7a}$, $(CR'R')_r$ -OH, $(CR'R')_r$ -O- $(CR'R')_r$ - R^{7d} , $(CR'R')_r$ -SH, $(CR'R')_r$ -C(O)H, $(CR'R')_r$ -S- $(CR'R')_r$ - R^{7d} , $(CR'R')_r$ -C(O)OH,

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$(CR'R')_rC(O)(CR'R')_rR^{7b}$, $(CR'R')_rC(O)NR^{7a}R^{7a}$,
 $(CR'R')_rNR^{7f}C(O)(CR'R')_rR^{7b}$,
 $(CR'R')_rC(O)O(CR'R')_rR^{7d}$, $(CR'R')_rOC(O)(CR'R')_rR^{7b}$,
 $(CR'R')_rOC(O)NR^{7a}(CR'R')_rR^{7a}$,
 $(CR'R')_rNR^{7a}C(O)NR^{7a}(CR'R')_rR^{7a}$,
 $(CR'R')_rNR^{7f}C(O)O(CR'R')_rR^{7b}$,
 $(CR'R')_rC(=NR^{7f})NR^{7a}R^{7a}$, $(CR'R')_rNHC(=NR^{7f})NR^{7f}R^{7f}$,
 $(CR'R')_rS(O)_p(CR'R')_rR^{7b}$, $(CR'R')_rS(O)_2NR^{7a}R^{7a}$,
 $(CR'R')_rNR^{7a}S(O)_2NR^{7a}R^{7a}$,
 $(CR'R')_rNR^{7f}S(O)_2(CR'R')_rR^{7b}$, C₁₋₆ haloalkyl, C₂₋₈
 alkenyl substituted with 0-3 R', C₂₋₈ alkynyl
 substituted with 0-3 R', and (CR'R')_rphenyl
 substituted with 0-3 R^{7e};

alternatively, two R⁷ on adjacent atoms on R² may join
 to form a cyclic acetal;

R^{7a}, at each occurrence, is independently selected from
 H, methyl substituted with 0-1 R^{7g}, C₂₋₆ alkyl
 substituted with 0-2 R^{7e}, C₃₋₈ alkenyl substituted
 with 0-2 R^{7e}, C₃₋₈ alkynyl substituted with 0-2
 R^{7e}, a (CH₂)_r-C₃₋₁₀ carbocyclic residue substituted
 with 0-5 R^{7e}, and a (CH₂)_r-5-10 membered
 heterocyclic system containing 1-4 heteroatoms
 selected from N, O, and S, substituted with 0-2
 R^{7e};

R^{7b}, at each occurrence, is selected from C₁₋₆ alkyl
 substituted with 0-2 R^{7e}, C₃₋₈ alkenyl substituted

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with 0-2 R^{7e} , C_{3-8} alkynyl substituted with 0-2 R^{7e} , a $(CH_2)_rC_{3-6}$ carbocyclic residue substituted with 0-3 R^{7e} , and a $(CH_2)_{r-5-6}$ membered heterocyclic system containing 1-4 heteroatoms selected from N, O, and S, substituted with 0-2 R^{7e} ;

R^{7d} , at each occurrence, is selected from C_{3-8} alkenyl substituted with 0-2 R^{7e} , C_{3-8} alkynyl substituted with 0-2 R^{7e} , methyl, CF_3 , C_{2-6} alkyl substituted with 0-3 R^{7e} , a $(CH_2)_r-C_{3-10}$ carbocyclic residue substituted with 0-3 R^{7e} , and a $(CH_2)_{r-5-6}$ membered heterocyclic system containing 1-4 heteroatoms selected from N, O, and S, substituted with 0-3 R^{7e} ;

R^{7e} , at each occurrence, is selected from C_{1-6} alkyl, C_{2-8} alkenyl, C_{2-8} alkynyl, $(CH_2)_rC_{3-6}$ cycloalkyl, Cl, F, Br, I, CN, NO_2 , $(CF_2)_rCF_3$, $(CH_2)_rOC_{1-5}$ alkyl, OH, SH, $(CH_2)_rSC_{1-5}$ alkyl, $(CH_2)_rNR^{7f}R^{7f}$, and $(CH_2)_r$ phenyl;

R^{7f} , at each occurrence, is selected from H, C_{1-5} alkyl, and C_{3-6} cycloalkyl, and phenyl;

R^{7g} is independently selected from $-C(O)R^{7b}$, $-C(O)OR^{7d}$, $-C(O)NR^{7f}R^{7f}$, and $(CH_2)_r$ phenyl;

R' , at each occurrence, is selected from H, C_{1-6} alkyl substituted with R^{6e} , C_{2-8} alkenyl, C_{2-8} alkynyl,

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$(\text{CH}_2)_r\text{C}_{3-6}$ cycloalkyl, and $(\text{CH}_2)_r\text{phenyl}$ substituted with R^{6e} ;

R^8 is selected from H, C_{1-4} alkyl, and C_{3-4} cycloalkyl;

R^9 is selected from, H, C_{1-4} alkyl, C_{3-4} cycloalkyl, and $(\text{CH}_2)-\text{R}^1$;

R^{10} and R^{10a} are independently selected from H, and $\text{C}_{1-4}\text{alkyl}$ substituted with 0-1 R^{10b} ,

alternatively, R^{10} and R^{10a} can join to form a C_{3-6} cycloalkyl;

R^{10b} , at each occurrence, is independently selected from -OH, -SH, $-\text{NR}^{10c}\text{R}^{10c}$, $-\text{C}(\text{O})\text{NR}^{10c}\text{R}^{10c}$, and $-\text{NHC}(\text{O})\text{R}^{10c}$;

R^{10c} is selected from H, C_{1-4} alkyl and C_{3-6} cycloalkyl;

R^{11} is selected from H, C_{1-4} alkyl, $(\text{CHR})_q\text{OH}$, $(\text{CHR})_q\text{SH}$, $(\text{CHR})_q\text{OR}^{11d}$, $(\text{CHR})_q\text{S}(\text{O})_p\text{R}^{11d}$, $(\text{CHR})_r\text{C}(\text{O})\text{R}^{11b}$, $(\text{CHR})_r\text{NR}^{11a}\text{R}^{11a}$, $(\text{CHR})_r\text{C}(\text{O})\text{NR}^{11a}\text{R}^{11a}$, $(\text{CHR})_r\text{C}(\text{O})\text{NR}^{11a}\text{OR}^{11d}$, $(\text{CHR})_q\text{NR}^{11a}\text{C}(\text{O})\text{R}^{11b}$, $(\text{CHR})_q\text{NR}^{11a}\text{C}(\text{O})\text{OR}^{11d}$, $(\text{CHR})_q\text{OC}(\text{O})\text{NR}^{11a}\text{R}^{11a}$, $(\text{CHR})_r\text{C}(\text{O})\text{OR}^{11d}$, a $(\text{CHR})_r-\text{C}_{3-6}$ carbocyclic residue substituted with 0-5 R^{11e} , and a $(\text{CHR})_{r-5-10}$ membered heterocyclic system containing 1-4

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heteroatoms selected from N, O, and S, substituted with 0-3 R^{11e};

R^{11a}, at each occurrence, is independently selected from H, C₁₋₄ alkyl, C₃₋₄ alkenyl, C₃₋₄ alkynyl, (CH₂)_rC₃₋₆ cycloalkyl, a (CH₂)_r-C₃₋₆ carbocyclic residue substituted with 0-5 R^{11e}, and a (CH₂)_r-5-6 membered heterocyclic system containing 1-4 heteroatoms selected from N, O, and S, substituted with 0-3 R^{11e};

R^{11b}, at each occurrence, is independently selected from C₁₋₄ alkyl, C₂₋₄ alkenyl, C₂₋₄ alkynyl, a (CH₂)_r-C₃₋₆ carbocyclic residue substituted with 0-2 R^{11e}, and a (CH₂)_r-5-6 membered heterocyclic system containing 1-4 heteroatoms selected from N, O, and S, substituted with 0-3 R^{11e};

R^{11d}, at each occurrence, is independently selected from H, methyl, -CF₃, C₂₋₄ alkyl, C₃₋₆ alkenyl, C₃₋₆ alkynyl, a C₃₋₆ carbocyclic residue substituted with 0-3 R^{11e}, and a (CH₂)_r-5-6 membered heterocyclic system containing 1-4 heteroatoms selected from N, O, and S, substituted with 0-3 R^{11e};

R^{11e}, at each occurrence, is selected from C₁₋₆ alkyl, C₂₋₈ alkenyl, C₂₋₈ alkynyl, C₃₋₆ cycloalkyl, Cl, F, Br, I, CN, NO₂, (CF₂)_rCF₃, (CH₂)_rOC₁₋₅ alkyl, OH,

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-O-C₁₋₆ alkyl, SH, (CH₂)_rSC₁₋₅ alkyl,
(CH₂)_rNR^{11f}R^{11f}, and (CH₂)_rphenyl;

R^{11f}, at each occurrence, is selected from H, C₁₋₆
alkyl, and C₃₋₆ cycloalkyl;

R¹² is selected from H, C₁₋₄ alkyl, (CHR)_qOH, (CHR)_qSH,
(CHR)_qOR^{12d}, (CHR)_qS(O)_pR^{12d}, (CHR)_rC(O)R^{12b},
(CHR)_rNR^{12a}R^{12a}, (CHR)_rC(O)NR^{12a}R^{12a},
(CHR)_rC(O)NR^{12a}OR^{12d}, (CHR)_qNR^{12a}C(O)R^{12b},
(CHR)_qNR^{12a}C(O)OR^{12d}, (CHR)_qOC(O)NR^{12a}R^{12a},
(CHR)_rC(O)OR^{12d}, a (CHR)_r-C₃₋₆ carbocyclic residue
substituted with 0-5 R^{12e}, and a (CHR)_r-5-10
membered heterocyclic system containing 1-4
heteroatoms selected from N, O, and S, substituted
with 0-3 R^{12e};

R^{12a}, at each occurrence, is independently selected
from H, C₁₋₄ alkyl, C₃₋₄ alkenyl, C₃₋₄ alkynyl,
(CH₂)_rC₃₋₆ cycloalkyl, a (CH₂)_r-C₃₋₆ carbocyclic
residue substituted with 0-5 R^{12e}, and a (CH₂)_r-5-
6 membered heterocyclic system containing 1-4
heteroatoms selected from N, O, and S, substituted
with 0-3 R^{12e};

R^{12b}, at each occurrence, is independently selected
from C₁₋₄ alkyl, C₂₋₄ alkenyl, C₂₋₄ alkynyl, a
(CH₂)_r-C₃₋₆ carbocyclic residue substituted with
0-2 R^{12e}, and a (CH₂)_r-5-6 membered heterocyclic

AMENDMENTS TO THE CLAIMS

system containing 1-4 heteroatoms selected from N, O, and S, substituted with 0-3 R^{12e};

R^{12d}, at each occurrence, is independently selected from H, methyl, -CF₃, C₂₋₄ alkyl, C₃₋₆ alkenyl, C₃₋₆ alkynyl, a C₃₋₆ carbocyclic residue substituted with 0-3 R^{12e}, and a (CH₂)_{r-5-6} membered heterocyclic system containing 1-4 heteroatoms selected from N, O, and S, substituted with 0-3 R^{12e};

R^{12e}, at each occurrence, is selected from C₁₋₆ alkyl, C₂₋₈ alkenyl, C₂₋₈ alkynyl, C₃₋₆ cycloalkyl, Cl, F, Br, I, CN, NO₂, (CF₂)_rCF₃, (CH₂)_rOC₁₋₅ alkyl, OH, -O-C₁₋₆ alkyl, SH, (CH₂)_rSC₁₋₅ alkyl, (CH₂)_rNR^{12f}R^{12f}, and (CH₂)_rphenyl;

R^{12f}, at each occurrence, is selected from H, C₁₋₆ alkyl, and C₃₋₆ cycloalkyl;

~~R¹³, at each occurrence, is independently selected from methyl, C₂₋₄ alkyl substituted with 0-1 R^{13b};~~

~~R^{13b} is selected from OH, SH, NR^{13e}R^{13e}, -C(O)NR^{13e}R^{13e}, and NHC(O)R^{13e};~~

~~R^{13e} is selected from H, C₁₋₄ alkyl and C₃₋₆ cycloalkyl;~~

n is selected from 1 and 2;

AMENDMENTS TO THE CLAIMS

~~m is selected from 0 and 1;~~

p, at each occurrence, is independently selected from
0, 1, and 2;

q, at each occurrence, is independently selected from
1, 2, 3, and 4;

r, at each occurrence, is independently selected from
0, 1, 2, 3, and 4;

~~s, at each occurrence, is independently selected from 0
and 1; and~~

t, at each occurrence, is independently selected from
2, 3, and 4.

3. (AMENDED) The compound of claim 2, wherein:

R¹⁰ and R^{10a} are H; and

~~m is 0;~~

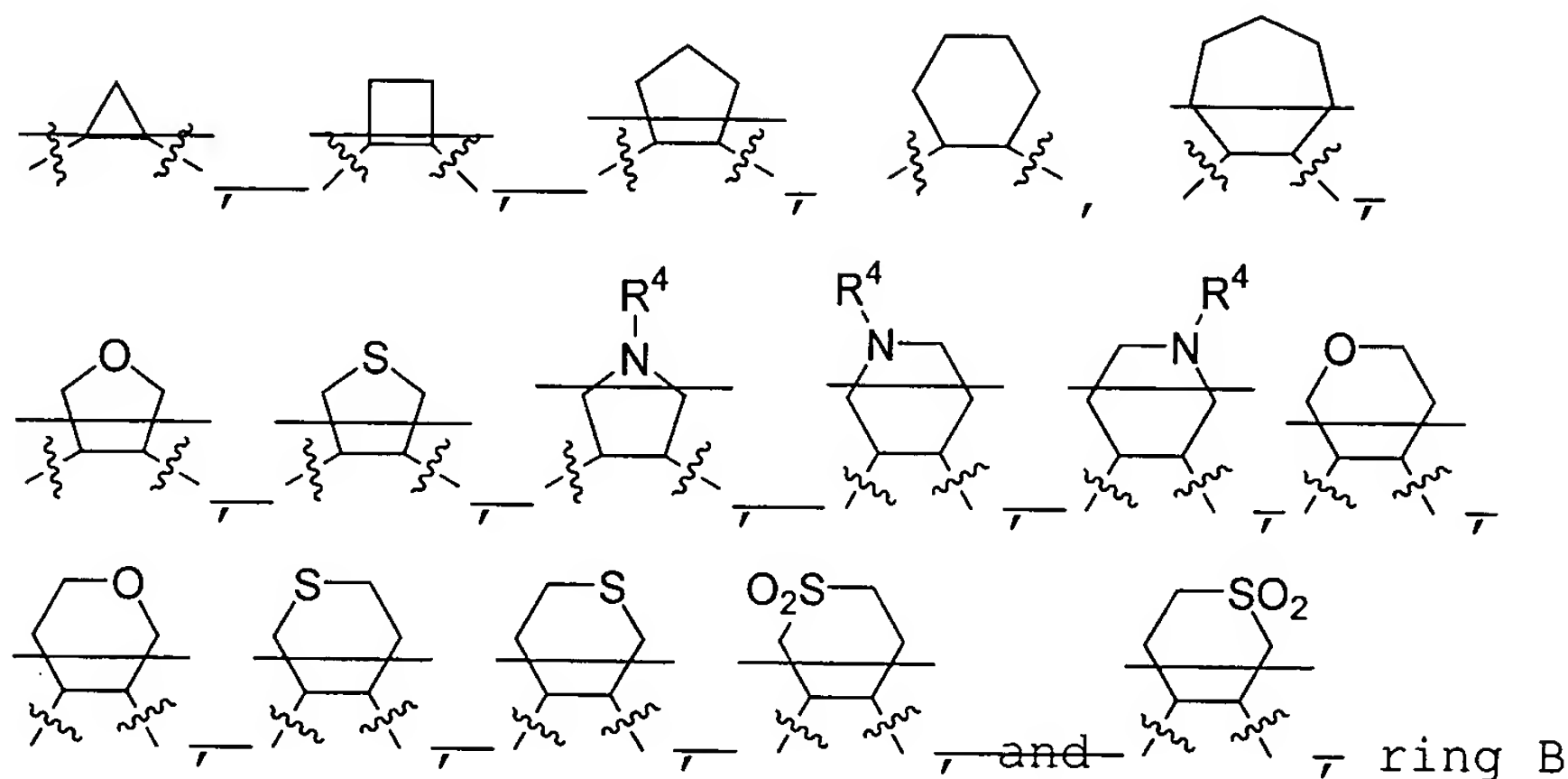
n is 1; ~~and~~

~~s is 0.~~

4. (AMENDED) The compound of claim 3, wherein:

AMENDMENTS TO THE CLAIMS

ring B is ~~selected from~~



being optionally substituted with 0-1 R^5 ; and

R^{11} and R^{12} are H.

5. (ORIGINAL) The compound of claim 4, wherein:

R^5 , at each occurrence, is independently selected from H, C_{1-6} alkyl, C_{2-8} alkenyl, C_{2-8} alkynyl, $(CRR)_rOH$, $(CRR)_rSH$, $(CRR)_rOR^{5d}$, $(CRR)_rSR^{5d}$, $(CRR)_rNR^{5a}R^{5a}$, $(CRR)_rC(O)OH$, $(CRR)_rC(O)R^{5b}$, $(CRR)_rC(O)NR^{5a}R^{5a}$, $(CRR)_rNR^{5a}C(O)R^{5b}$, $(CRR)_rNR^{5a}C(O)OR^{5d}$, $(CRR)_rOC(O)NR^{5a}R^{5a}$, $(CHR)_rNR^{5a}C(O)NR^{5a}R^{5a}$, $CRR(CRR)_rNR^{5a}C(O)H$, $(CRR)_rC(O)OR^{5b}$, $(CRR)_rOC(O)R^{5b}$, $(CRR)_rS(O)_pR^{5b}$, $(CRR)_rS(O)_2NR^{5a}R^{5a}$, $(CRR)_rNR^{5a}S(O)_2R^{5b}$, and C_{1-6} haloalkyl;

R^{5a} , at each occurrence, is independently selected from H, methyl, C_{1-6} alkyl substituted with 0-2 R^{5e} wherein the alkyl is selected from ethyl, propyl,

AMENDMENTS TO THE CLAIMS

i-propyl, butyl, i-butyl, pentyl, hexyl, C₃ alkenyl substituted with 0-1 R^{5e}, wherein the alkenyl is selected from allyl, C₃ alkynyl substituted with 0-1 R^{5e} wherein the alkynyl is selected from propynyl, and a (CH₂)_r-C₃₋₄ carbocyclic residue substituted with 0-5 R^{5e}, wherein the carbocyclic residue is selected from cyclopropyl, and cyclobutyl;

R^{5b}, at each occurrence, is selected from C₁₋₆ alkyl substituted with 0-2 R^{5e}, wherein the alkyl is selected from methyl, ethyl, propyl, i-propyl, butyl, i-butyl, pentyl, and hexyl, a (CH₂)_r-C₃₋₄ carbocyclic residue substituted with 0-2 R^{5e}, wherein the carbocyclic residue is selected from cyclopropyl, and cyclobutyl; and

R^{5d}, at each occurrence, is selected from methyl, CF₃, C₂₋₆ alkyl substituted with 0-2 R^{5e}, wherein the alkyl is selected from methyl, ethyl, propyl, i-propyl, butyl, i-butyl, pentyl, and hexyl, C₃₋₈ alkenyl, C₃₋₈ alkynyl, and a C₃₋₁₀ carbocyclic residue substituted with 0-3 R^{5e}.

6. (ORIGINAL) The compound of claim 5, wherein:

R⁴ is selected from H, C₁₋₆ alkyl, C₃₋₈ alkenyl, C₃₋₈ alkynyl, (CRR)_qOH, (CRR)_tSH, (CRR)_tOR^{4d}, (CRR)_tSR^{4d}, (CRR)_tNR^{4a}R^{4a}, (CRR)_qC(O)OH, (CRR)_rC(O)R^{4b}, (CRR)_rC(O)NR^{4a}R^{4a}, (CRR)_tNR^{4a}C(O)R^{4b},

AMENDMENTS TO THE CLAIMS

$(\text{CRR})_t \text{OC}(\text{O}) \text{NR}^{4a} \text{R}^{4a}$, $(\text{CRR})_t \text{NR}^{4a} \text{C}(\text{O}) \text{OR}^{4d}$,
 $(\text{CRR})_t \text{NR}^{4a} \text{C}(\text{O}) \text{R}^{4b}$, $(\text{CRR})_r \text{C}(\text{O}) \text{OR}^{4b}$, $(\text{CRR})_t \text{OC}(\text{O}) \text{R}^{4b}$,
 $(\text{CRR})_r \text{S}(\text{O})_p \text{R}^{4b}$, $(\text{CRR})_r \text{S}(\text{O})_2 \text{NR}^{4a} \text{R}^{4a}$,
 $(\text{CRR})_r \text{NR}^{4a} \text{S}(\text{O})_2 \text{R}^{4b}$;

R, at each occurrence, is independently selected from
H, methyl, ethyl, propyl, allyl, propynyl,
 $(\text{CH}_2)_r \text{C}_{3-6}$ cycloalkyl, and $(\text{CH}_2)_r$ phenyl substituted
with R^{6e} ;

R^5 , at each occurrence, is independently selected from
H, methyl, ethyl, propyl, i-propyl, butyl,
i-butyl, allyl, propynyl, $(\text{CH}_2)_r \text{OH}$, $(\text{CH}_2)_r \text{OR}^{5d}$,
 $(\text{CH}_2)_r \text{NR}^{5a} \text{R}^{5a}$, $(\text{CH}_2)_r \text{C}(\text{O}) \text{OH}$, $(\text{CH}_2)_r \text{C}(\text{O}) \text{R}^{5b}$,
 $(\text{CH}_2)_r \text{C}(\text{O}) \text{NR}^{5a} \text{R}^{5a}$, $(\text{CH}_2)_r \text{NR}^{5a} \text{C}(\text{O}) \text{R}^{5b}$,
 $(\text{CH}_2)_r \text{OC}(\text{O}) \text{NR}^{5a} \text{R}^{5a}$, $(\text{CH}_2)_r \text{NR}^{5a} \text{C}(\text{O}) \text{OR}^{5d}$,
 $(\text{CH}_2)_r \text{NR}^{5a} \text{C}(\text{O}) \text{R}^{5b}$, $(\text{CH}_2)_r \text{C}(\text{O}) \text{OR}^{5b}$, $(\text{CH}_2)_r \text{OC}(\text{O}) \text{R}^{5b}$,
 $(\text{CH}_2)_r \text{NR}^{5a} \text{S}(\text{O})_2 \text{R}^{5b}$, and C_{1-6} haloalkyl;

R^{5a} , at each occurrence, is independently selected from
H, methyl, ethyl, propyl, i-propyl, butyl, i-
butyl, pentyl, hexyl, cyclopropyl, and cyclobutyl;
and

r, at each occurrence, is selected from 0, 1, and 2.

7. (ORIGINAL) The compound of claim 6, wherein:

R^1 is selected from phenyl substituted with 0-2 R^6 ,
naphthyl substituted with 0-2 R^6 , and a 5-10

AMENDMENTS TO THE CLAIMS

membered heteroaryl system containing 1-4 heteroatoms selected from N, O, and S, substituted with 0-3 R⁶ wherein the heteroaryl is selected from indolyl, benzimidazolyl, benzofuranyl, benzothiofuranyl, benzoxazolyl, benzthiazolyl, benztriazolyl, benztetrazolyl, benzisoxazolyl, benzisothiazolyl, benzimidazalonyl, cinnolinyl, furanyl, imidazolyl, indazolyl, indolyl, isoquinolinyl isothiazolyl, isoxazolyl, oxazolyl, pyrazinyl, pyrazolyl, pyridazinyl, pyridyl, pyridinyl, pyrimidinyl, pyrrolyl, quinazolinyl, quinolinyl, thiazolyl, thienyl, and tetrazolyl;

R² is selected from phenyl substituted with 0-2 R⁷, and a 5-10 membered heteroaryl system containing 1-4 heteroatoms selected from N, O, and S, substituted with 0-3 R⁷ wherein the heteroaryl is selected from indolyl, benzimidazolyl, benzofuranyl, benzothiofuranyl, benzoxazolyl, benzthiazolyl, benztriazolyl, benztetrazolyl, benzisoxazolyl, benzisothiazolyl, benzimidazalonyl, cinnolinyl, furanyl, imidazolyl, indazolyl, indolyl, isoquinolinyl isothiazolyl, isoxazolyl, oxazolyl, pyrazinyl, pyrazolyl, pyridazinyl, pyridyl, pyridinyl, pyrimidinyl, pyrrolyl, quinazolinyl, quinolinyl, thiazolyl, thienyl, and tetrazolyl;

R⁴ is selected from H, methyl, ethyl, propyl, i-propyl, butyl, i-butyl, allyl, propynyl, (CRR)_qOH, (CRR)_tSH, (CRR)_tOR^{4d}, (CRR)_tSR^{4d}, (CRR)_tNR^{4a}R^{4a}, (CRR)_qC(O)OH, (CRR)_rC(O)R^{4b}, (CRR)_rC(O)NR^{4a}R^{4a}, (CRR)_tNR^{4a}C(O)R^{4b}, (CRR)_tOC(O)NR^{4a}R^{4a},

AMENDMENTS TO THE CLAIMS

$(\text{CRR})_t \text{NR}^{4a} \text{C}(\text{O})\text{OR}^{4d}$, $(\text{CRR})_t \text{NR}^{4a} \text{C}(\text{O})\text{R}^{4b}$,
 $(\text{CRR})_r \text{C}(\text{O})\text{OR}^{4b}$, $(\text{CRR})_t \text{OC}(\text{O})\text{R}^{4b}$, $(\text{CRR})_r \text{S}(\text{O})_p \text{R}^{4b}$,
 $(\text{CRR})_r \text{S}(\text{O})_2 \text{NR}^{4a} \text{R}^{4a}$, $(\text{CRR})_r \text{NR}^{4a} \text{S}(\text{O})_2 \text{R}^{4b}$;

R^{4a} , at each occurrence, is independently selected from H, methyl substituted with 0-1 R^{4c} , C_{2-6} alkyl substituted with 0-3 R^{4e} wherein C_{2-6} is selected from ethyl, propyl, i-propyl, butyl, i-butyl, t-butyl, pentyl and hexyl, and a $(\text{CH}_2)_r\text{-C}_{3-6}$ carbocyclic residue substituted with 0-4 R^{4e} wherein the carbocyclic residue is selected from cyclopropyl, cyclohexyl, and phenyl;

R^{4b} is selected from H, methyl, ethyl, propyl, i-propyl, butyl, i-butyl, t-butyl, pentyl, and cyclopropyl;

R^{4d} is selected from methyl, ethyl, propyl, i-propyl, butyl, i-butyl, t-butyl, pentyl, and cyclopropyl;

R^8 is selected from H, methyl, ethyl, propyl, i-propyl, and cyclopropyl; and

R^9 is selected from H, methyl, ethyl, propyl, i-propyl, and cyclopropyl, and $\text{CH}_2\text{-R}^1$.

8. (ORIGINAL) The compound of claim 7, wherein:

R^6 , at each occurrence, is selected from C_{1-8} alkyl, C_{2-8} alkenyl, C_{2-8} alkynyl, $(\text{CRR})_r \text{C}_{3-6}$ cycloalkyl, Cl, Br, I, F, NO_2 , CN, $(\text{CRR})_r \text{NR}^{6a} \text{R}^{6a}$, $(\text{CRR})_r \text{OH}$,

AMENDMENTS TO THE CLAIMS

(CRR)_rO(CRR)_rR^{6d}, (CRR)_rSH, (CRR)_rC(O)H,
(CRR)_rS(CRR)_rR^{6d}, (CRR)_rC(O)OH,
(CRR)_rC(O)(CRR)_rR^{6b}, (CRR)_rC(O)NR^{6a}R^{6a},
(CRR)_rNR^{6f}C(O)(CRR)_rR^{6b}, (CRR)_rC(O)O(CRR)_rR^{6d},
(CRR)_rNR^{6a}C(O)NR^{6a}R^{6a}, (CRR)_rNR^{6a}C(S)NR^{6a}R^{6a},
(CRR)_rOC(O)(CRR)_rR^{6b}, (CRR)_rS(O)_p(CRR)_rR^{6b},
(CRR)_rS(O)₂NR^{6a}R^{6a}, (CRR)_rNR^{6f}S(O)₂(CRR)_rR^{6b},
(CRR)_rNR^{6f}S(O)₂NR^{6a}R^{6a}, C₁₋₆ haloalkyl, and
(CRR)_rphenyl substituted with 0-3 R^{6e};

R^{6a}, at each occurrence, is independently selected from H, methyl, ethyl, propyl, i-propyl, butyl, i-butyl, t-butyl, pentyl, hexyl, cyclopropyl and phenyl;

R^{6b}, at each occurrence, is selected from methyl, ethyl, propyl, i-propyl, butyl, i-butyl, t-butyl, pentyl, hexyl, cyclopropyl, and phenyl;

R^{6d}, at each occurrence, is selected from methyl, CF₃, ethyl, propyl, i-propyl, butyl, i-butyl, t-butyl, pentyl, hexyl, cyclopropyl, and phenyl;

R^{6e}, at each occurrence, is selected from C₁₋₆ alkyl, C₂₋₈ alkenyl, C₂₋₈ alkynyl, (CH₂)_rC₃₋₆ cycloalkyl, Cl, F, Br, I, CN, NO₂, (CF₂)_rCF₃, (CH₂)_rOC₁₋₅ alkyl, OH, SH, (CH₂)_rSC₁₋₅ alkyl, (CH₂)_rNR^{6f}R^{6f}, and (CH₂)_rphenyl;

AMENDMENTS TO THE CLAIMS

R^{6f} , at each occurrence, is selected from H, methyl, ethyl, propyl, i-propyl, butyl, i-butyl, t-butyl, pentyl, hexyl, cyclopropyl, and phenyl;

R^7 is selected from methyl, ethyl, propyl, i-propyl, butyl, i-butyl, s-butyl, t-butyl, pentyl, hexyl, $(CRR)_rC_{3-6}$ cycloalkyl, Cl, Br, I, F, NO_2 , CN, $(CRR)_rNR^{7a}R^{7a}$, $(CRR)_rOH$, $(CRR)_rO(CH)_rR^{7d}$, $(CRR)_rSH$, $(CRR)_rC(O)H$, $(CRR)_rS(CRR)_rR^{7d}$, $(CRR)_rC(O)OH$, $(CRR)_rC(O)(CRR)_rR^{7b}$, $(CRR)_rC(O)NR^{7a}R^{7a}$, $(CRR)_rNR^{7f}C(O)(CRR)_rR^{7b}$, $(CRR)_rC(O)O(CRR)_rR^{7d}$, $(CRR)_rOC(O)(CRR)_rR^{7b}$, $(CRR)_rNR^{7a}C(O)NR^{7a}R^{7a}$, $(CRR)_rNR^{7a}C(O)O(CRR)_rR^{7d}$, $(CRR)_rS(O)_p(CRR)_rR^{7b}$, $(CRR)_rS(O)_2NR^{7a}R^{7a}$, $(CRR)_rNR^{7f}S(O)_2(CRR)_rR^{7b}$, C_{1-6} haloalkyl, and $(CRR)_r$ phenyl substituted with 0-3 R^{7e} ;

R^{7a} , at each occurrence, is selected from H, methyl, ethyl, propyl, i-propyl, butyl, i-butyl, t-butyl, pentyl, hexyl,, prop-2-enyl, 2-methyl-2-propenyl, cyclopropyl, cyclobutyl, cyclopentyl, cyclohexyl, CH_2 cyclopropyl, and benzyl;

R^{7b} , at each occurrence, is selected from methyl, ethyl, propyl, i-propyl, butyl, i-butyl, t-butyl, pentyl, hexyl, cyclopropyl, cyclopentyl, CH_2 -cyclopentyl, cyclohexyl, CH_2 -cyclohexyl, CF_3 , pyrrolidinyl, morpholinyl, and azetidiny;

AMENDMENTS TO THE CLAIMS

R^{7d} , at each occurrence, is selected from methyl, CF_3 , ethyl, propyl, i-propyl, butyl, i-butyl, t-butyl, pentyl, hexyl, and cyclopropyl;

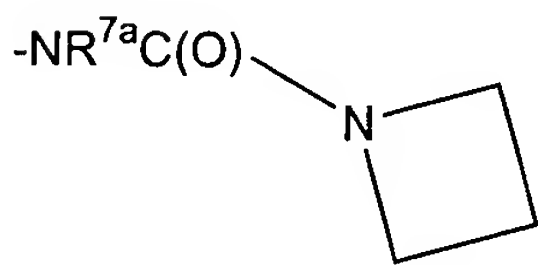
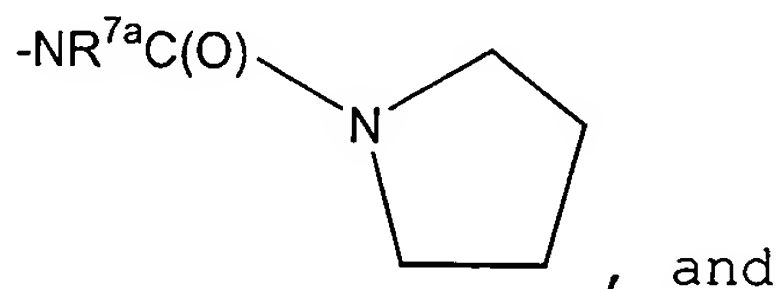
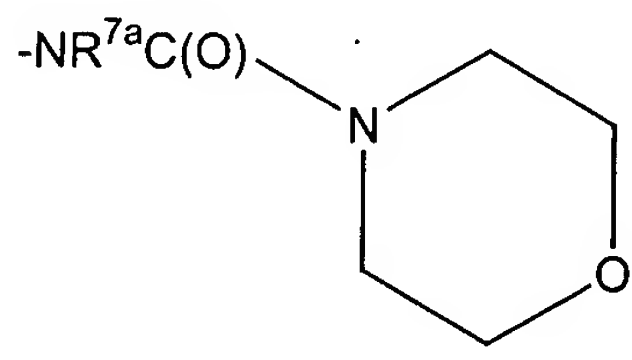
R^{7e} , at each occurrence, is selected from C_{1-6} alkyl, C_{2-8} alkenyl, C_{2-8} alkynyl, $(CH_2)_r C_{3-6}$ cycloalkyl, Cl, F, Br, I, CN, NO_2 , $(CF_2)_r CF_3$, $(CH_2)_r OC_{1-5}$ alkyl, OH, SH, $(CH_2)_r SC_{1-5}$ alkyl, $(CH_2)_r NR^{7f} R^{7f}$, and $(CH_2)_r$ phenyl;

R^{7f} , at each occurrence, is selected from H, methyl, ethyl, propyl, i-propyl, butyl, i-butyl, t-butyl, pentyl, hexyl, cyclopropyl, and phenyl; and

r is 0 or 1.

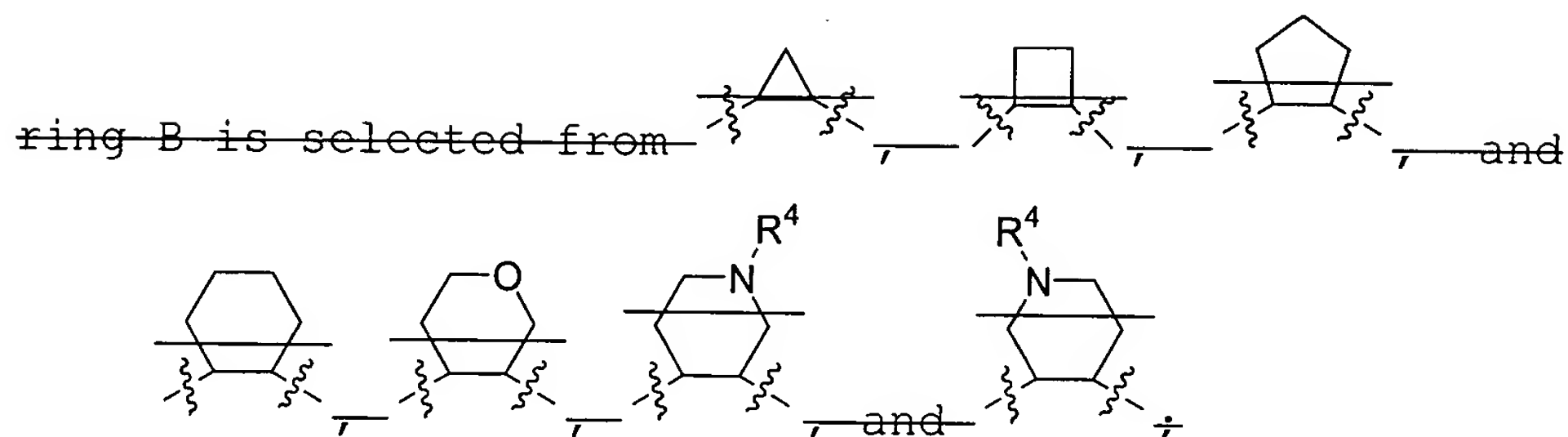
9. (ORIGINAL) The compound of claim 8, wherein

R^7 is selected from methyl, ethyl, propyl, i-propyl, butyl, i-butyl, s-butyl, pentyl, hexyl, Cl, Br, I, F, NO_2 , $NR^{7a}R^{7a}$, $NHC(O)NHR^{7a}$, $NR^{7a}C(O)R^{7b}$, $NR^{7a}C(O)OR^{7d}$, CF_3 , OCF_3 , $C(O)R^{7b}$, $NR^{7f}C(O)NR^{7a}R^{7a}$, $NHS(O)_2R^{7b}$,



AMENDMENTS TO THE CLAIMS

10. (AMENDED) The compound of claim 9, wherein



Z is -C(O)-;

~~R^{1a} and R^{1b} are selected from H and methyl, or alternatively, R^{1a} and R^{1b} are taken together to form =O;~~

R¹ is selected from a C₆₋₁₀ aryl group substituted with 0-3 R⁶ wherein the aryl group is selected from phenyl and naphthyl, and a 5-10 membered heteroaryl system containing 1-4 heteroatoms selected from N and O, substituted with 0-3 R⁶ wherein the heteroaryl system is selected from furyl, indolyl, and benzotriazolyl;

R² is phenyl substituted with 0-1 R⁷;

R⁴ is selected from H, methyl, ethyl, propyl, i-propyl, butyl, I-butyl, t-butyl, pentyl, hexyl, and (CH₂)_r C(O)R^{4b};

AMENDMENTS TO THE CLAIMS

R^6 is selected from methyl, ethyl, propyl, i-propyl, butyl, F, Cl, Br, I, NO_2 , CN, $\text{O}(\text{CH}_2)_r R^{6d}$, $\text{C}(\text{O})\text{H}$, SR^{6d} , $\text{NR}^{6a}R^{6a}$, $\text{OC}(\text{O})R^{6b}$, $\text{S}(\text{O})_p R^{6b}$, $(\text{CHR}')_r \text{S}(\text{O})_2 \text{NR}^{6a}R^{6a}$, CF_3 ;

R^{6a} is H methyl, or ethyl;

R^{6b} is H or methyl;

R^{6d} is methyl, phenyl, CF_3 , and (CH_2) -phenyl;

R^9 is selected from H, methyl, and $(\text{CH}_2)-R^1$; and

r is 0 or 1.

11. (AMENDED) The compound of claim 1, wherein the compound is selected from:

N-[2-[[(1S,2S)-2-[[(4-Chlorophenyl)methyl]amino]cyclohexyl]amino]-2-oxoethyl]-3-(trifluoromethyl)benzamide;

N-[2-[[(1S,2S)-2-[[(2,4-Dimethylphenyl)methyl]amino]cyclohexyl]amino]-2-oxoethyl]-3-(trifluoromethyl)benzamide;

N-[2-[[(1S,2S)-2-[[(2,4,6-Trimethylphenyl)methyl]amino]cyclohexyl]amino]-2-oxoethyl]-3-(trifluoromethyl)benzamide;

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N-[2-[[(1S,2S)-2-[[(4-Benzyloxyphenyl)methyl]amino]cyclohexyl]amino]-2-oxoethyl]-3-(trifluoromethyl)benzamide;

N-[2-[[(1S,2S)-2-[[(2,4-Difluorophenyl)methyl]amino]cyclohexyl]amino]-2-oxoethyl]-3-(trifluoromethyl)benzamide;

N-[2-[[(1S,2S)-2-[[(2-Chloro-4-fluorophenyl)methyl]amino]cyclohexyl]amino]-2-oxoethyl]-3-(trifluoromethyl)benzamide;

N-[2-[[(1S,2S)-2-[[(2-Trifluoromethyl-4-fluorophenyl)methyl]amino]cyclohexyl]amino]-2-oxoethyl]-3-(trifluoromethyl)benzamide;

N-[2-[[(1S,2S)-2-[[(2,4-Dichlorophenyl)methyl]amino]cyclohexyl]amino]-2-oxoethyl]-3-(trifluoromethyl)benzamide;

N-[2-[[(1S,2S)-2-[[(2-Fluoro-6-trifluoromethylphenyl)methyl]amino]cyclohexyl]amino]-2-oxoethyl]-3-(trifluoromethyl)benzamide;

N-[2-[[(1S,2S)-2-[[(2-Chloro-5-trifluoromethylphenyl)methyl]amino]cyclohexyl]amino]-2-oxoethyl]-3-(trifluoromethyl)benzamide;

N-[2-[[(1S,2S)-2-[[(1-Naphthyl)methyl]amino]cyclohexyl]amino]-2-oxoethyl]-3-(trifluoromethyl)benzamide;

AMENDMENTS TO THE CLAIMS

N-[2-[[(1S,2S)-2-[bis(3-furylmethyl)amino]cyclohexyl]amino]-2-oxoethyl]-3-(trifluoromethyl)benzamide;

N-[2-[[(1S,2S)-2-[(2,4-Dimethylbenzyl)(methyl)amino]cyclohexyl]amino]-2-oxoethyl]-3-(trifluoromethyl)benzamide;

• N-[2-[[(1S,2S)-2-[(4-Chlorobenzyl)(methyl)amino]cyclohexyl]amino]-2-oxoethyl]-3-(trifluoromethyl)benzamide;

N-[2-[[(cis)-2-[(2,4-Dimethylphenyl)methyl]amino]cyclohexyl]amino]-2-oxoethyl]-3-(trifluoromethyl)benzamide;

N-[2-[[(cis)-2-[(4-Chlorophenyl)methyl]amino]cyclohexyl]amino]-2-oxoethyl]-3-(trifluoromethyl)benzamide;

N-[2-[[(cis)-2-[(4-Nitrophenyl)methyl]amino]cyclohexyl]amino]-2-oxoethyl]-3-(trifluoromethyl)benzamide;

N-[2-[[(cis)-2-[(4-Isopropylphenyl)methyl]amino]cyclohexyl]amino]-2-oxoethyl]-3-(trifluoromethyl)benzamide;

N-[2-[[(cis)-2-[(4-Trifluorophenyl)methyl]amino]cyclohexyl]amino]-2-oxoethyl]-3-(trifluoromethyl)benzamide;

AMENDMENTS TO THE CLAIMS

N-[2-[[(cis)-2-[[(4-Trifluoromethoxyphenyl)methyl]amino]cyclohexyl]amino]-2-oxoethyl]-3-(trifluoromethyl)benzamide;

N-[2-[[(cis)-2-[[(4-Phenoxyphenyl)methyl]amino]cyclohexyl]amino]-2-oxoethyl]-3-(trifluoromethyl)benzamide;

N-[2-[[(cis)-2-[[(1-Naphthyl)methyl]amino]cyclohexyl]amino]-2-oxoethyl]-3-(trifluoromethyl)benzamide;

N-[2-[[(cis)-2-[[(2-Naphthyl)methyl]amino]cyclohexyl]amino]-2-oxoethyl]-3-(trifluoromethyl)benzamide;

N-[2-[[(cis)-2-[[(3-Indolyl)methyl]amino]cyclohexyl]amino]-2-oxoethyl]-3-(trifluoromethyl)benzamide;

~~N-[2-[[(cis)-2-[[(1-(4-Chlorophenyl)ethyl]amino]cyclohexyl]amino]-2-oxoethyl]-3-(trifluoromethyl)benzamide;~~

N-[2-[[(cis)-2-[Bis(3-furylmethyl)amino]cyclohexyl]amino]-2-oxoethyl]-3-(trifluoromethyl)benzamide;

~~N-[2-[[(1S,2R)-2-[[(4-Chlorobenzoyl)amino]cyclopentyl]amino]-2-oxoethyl]-3-(trifluoromethyl)benzamide;~~

AMENDMENTS TO THE CLAIMS

~~N-[2-[[[(1S,2R)-2-[(4-(Methylthio)benzoyl)amino]cyclopentyl]amino]-2-oxoethyl]-3-(trifluoromethyl)benzamide;~~

~~N-[2-[[[(1S,2R)-2-[(4-(Methylsulfonyl)benzoyl)amino]cyclopentyl]amino]-2-oxoethyl]-3-(trifluoromethyl)benzamide;~~

~~N-[2-[[[(1S,2R)-2-[(4-Iodobenzoyl)amino]cyclopentyl]amino]-2-oxoethyl]-3-(trifluoromethyl)benzamide;~~

~~N-[2-[[[(1S,2R)-2-[(4-(Aminosulfonyl)benzoyl)amino]cyclopentyl]amino]-2-oxoethyl]-3-(trifluoromethyl)benzamide;~~

~~N-[2-[[[(1S,2R)-2-[[[(4-Chlorophenyl)methyl]amino]cyclopentyl]amino]-2-oxoethyl]-3-(trifluoromethyl)benzamide;~~

~~N-[2-[[[(1S,2R)-2-[[[(2,4-Dimethylphenyl)methyl]amino]cyclopentyl]amino]-2-oxoethyl]-3-(trifluoromethyl)benzamide;~~

~~N-[2-[[[(1S,2R)-2-[[[(4-Methylphenyl)methyl]amino]cyclopentyl]amino]-2-oxoethyl]-3-(trifluoromethyl)benzamide;~~

~~N-[2-[[[(cis)-2-[(4-Chlorobenzoyl)amino]cyclohexyl]amino]-2-oxoethyl]-3-(trifluoromethyl)benzamide;~~

AMENDMENTS TO THE CLAIMS

~~N-[2-[[[(cis)-2-[(4-Methylbenzoyl)amino]cyclohexyl]amino]-2-oxoethyl]-3-(trifluoromethyl)benzamide;~~

~~N-[2-[[[(cis)-2-[(4-Fluorobenzoyl)amino]cyclohexyl]amino]-2-oxoethyl]-3-(trifluoromethyl)benzamide;~~

~~N-[2-[[[(cis)-2-[Benzoylamino]cyclohexyl]amino]-2-oxoethyl]-3-(trifluoromethyl)benzamide;~~

~~N-[2-[[[(cis)-2-[(4-Bromobenzoyl)amino]cyclohexyl]amino]-2-oxoethyl]-3-(trifluoromethyl)benzamide;~~

~~N-[2-[[[(cis)-2-[(4-Phenoxybenzoyl)amino]cyclohexyl]amino]-2-oxoethyl]-3-(trifluoromethyl)benzamide;~~

~~N-[2-[[[(cis)-2-[(4-Trifluoromethylbenzoyl)amino]cyclohexyl]amino]-2-oxoethyl]-3-(trifluoromethyl)benzamide;~~

~~N-[2-[[[(cis)-2-[(5-Benzotriazolecarbonyl)amino]cyclohexyl]amino]-2-oxoethyl]-3-(trifluoromethyl)benzamide;~~

~~N-[2-[[[(cis)-2-[(4-Iodobenzoyl)amino]cyclohexyl]amino]-2-oxoethyl]-3-(trifluoromethyl)benzamide;~~

AMENDMENTS TO THE CLAIMS

~~N-[2-[[[(cis)-2-[(4-
Cyanobenzoyl)amino]cyclohexyl]amino]-2-oxoethyl]-
3-(trifluoromethyl)benzamide;~~

~~N-[2-[[[(cis)-2-[(4-
Trifluoromethoxybenzoyl)amino]cyclohexyl]amino]-2-
oxoethyl]-3-(trifluoromethyl)benzamide;~~

~~N-[2-[[[(cis)-2-[(4-
Formylbenzoyl)amino]cyclohexyl]amino]-2-oxoethyl]-
3-(trifluoromethyl)benzamide;~~

~~N-[2-[[[(cis)-2-[(4-
Carbomethoxybenzoyl)amino]cyclohexyl]amino]-2-
oxoethyl]-3-(trifluoromethyl)benzamide;~~

~~N-[2-[[[(cis)-2-[(4-
Nitrobenzoyl)amino]cyclohexyl]amino]-2-oxoethyl]-
3-(trifluoromethyl)benzamide;~~

~~N-[2-[[[(cis)-2-[(4-
Aminobenzoyl)amino]cyclohexyl]amino]-2-oxoethyl]-
3-(trifluoromethyl)benzamide;~~

~~N-[2-[[[(cis)-2-[(4-
Methoxybenzoyl)amino]cyclohexyl]amino]-2-
oxoethyl]-3-(trifluoromethyl)benzamide;~~

~~N-[2-[[[(cis)-2-[(4-
Methylthiobenzoyl)amino]cyclohexyl]amino]-2-
oxoethyl]-3-(trifluoromethyl)benzamide;~~

AMENDMENTS TO THE CLAIMS

~~N-[2-[[[(cis)-2-[(4-Methylsulfonylbenzoyl)amino]cyclohexyl]amino]-2-oxoethyl]-3-(trifluoromethyl)benzamide;~~

~~N-[2-[[[(cis)-2-[(4-Aminosulfonylbenzoyl)amino]cyclohexyl]amino]-2-oxoethyl]-3-(trifluoromethyl)benzamide;~~

~~N-[2-[[[(cis)-2-[(4-Isopropylbenzoyl)amino]cyclohexyl]amino]-2-oxoethyl]-3-(trifluoromethyl)benzamide;~~

~~N-[2-[[[(cis)-2-[(4-Phenylthiobenzoyl)amino]cyclohexyl]amino]-2-oxoethyl]-3-(trifluoromethyl)benzamide;~~

~~N-[2-[[[(cis)-2-[(4-(N,N-diethylsulfamoyl)benzoyl)amino]cyclohexyl]amino]-2-oxoethyl]-3-(trifluoromethyl)benzamide;~~

~~N-[2-[[[(cis)-2-[(4-Trifluoromethylthiobenzoyl)amino]cyclohexyl]amino]-2-oxoethyl]-3-(trifluoromethyl)benzamide;~~

~~N-[2-[[[(cis)-2-[(4-Chlorophenyl)methyl]amino]cyclopropyl]amino]-2-oxoethyl]-3-(trifluoromethyl)benzamide;~~

~~N-[2-[[[(cis)-2-[[[(3,4-Dimethylphenyl)methyl]amino]cyclopropyl]amino]-2-oxoethyl]-3-(trifluoromethyl)benzamide;~~

AMENDMENTS TO THE CLAIMS

~~N-[2-[[[(cis)-2-[[[4-Methylphenyl)methyl]amino]cyclopropyl]amino]-2-oxoethyl]-3-(trifluoromethyl)benzamide;~~

~~2-Amino-N-[2-[[[(cis)-2-[[[4-(aminosulfonyl)benzoyl]amino]cyclohexyl]amino]-2-oxoethyl]-5-iodobenzamide;~~

~~2-Amino-N-[2-[[[(cis)-2-[[[4-(aminosulfonyl)benzoyl]amino]cyclohexyl]amino]-2-oxoethyl]-5-chlorobenzamide;~~

~~N-[2-[[[(cis)-2-[[[4-(Aminosulfonyl)benzoyl]amino]cyclohexyl]amino]-2-oxoethyl]-3-chlorobenzamide;~~

~~N-[2-[[[(cis)-2-[[[4-(Aminosulfonyl)benzoyl]amino]cyclohexyl]amino]-2-oxoethyl]-3-trifluoromethoxybenzamide;~~

~~Tert-butyl 2-[[[(2-[[[(cis)-2-[[[4-(aminosulfonyl)benzoyl]amino]cyclohexyl]amino]-2-oxoethyl]amino)carbonyl]-4-(trifluoromethyl)phenyl]carbamate;~~

~~2-Amino-N-[2-[[[(cis)-2-[[[4-(aminosulfonyl)benzoyl]amino]cyclohexyl]amino]-2-oxoethyl]-5-trifluoromethylbenzamide
trifluoroacetate;~~

AMENDMENTS TO THE CLAIMS

~~4-(Aminosulfonyl)-N-((cis)-2-[[[2-(trifluoromethyl)anilino]carbonyl]amino]acetyl]amino]cyclohexyl)benzamide;~~

~~4-(Aminosulfonyl)-N-((cis)-2-[[[3-chlorophenyl)sulfonyl]amino]acetyl]amino]cyclohexyl)benzamide;~~

~~Ethyl 2-[[[2-[[[(cis)-2-[[4-(aminosulfonyl)benzoyl]amino]cyclohexyl]amino]-2-oxoethyl]amino]carbonyl]-4-(iodo)phenyl]carbamate;~~

AMENDMENTS TO THE CLAIMS

~~Methyl 2-[(2-[(cis)-2-[4-(aminosulfonyl)benzoyl]amino)cyclohexyl]amino]-2-oxoethyl]amino)carbonyl]-4-(iodo)phenylcarbamate;~~

~~Tert-butyl N-Methyl 2-[(2-[(cis)-2-[4-(aminosulfonyl)benzoyl]amino)cyclohexyl]amino]-2-oxoethyl]amino)carbonyl]-4-(trifluoromethyl)phenylcarbamate;~~

~~Ethyl 2-[(2-[(cis)-2-[4-(aminosulfonyl)benzoyl]amino)cyclohexyl]amino]-2-oxoethyl]amino)carbonyl]-4-(trifluoromethyl)phenylcarbamate;~~

~~2-(Benzylamino)-N-[2-[(cis)-2-[4-(aminosulfonyl)benzoyl]amino)cyclohexyl]amino]-2-oxoethyl]-5-trifluoromethyl benzamide;~~

~~2-(Ethylamino)-N-[2-[(cis)-2-[4-(aminosulfonyl)benzoyl]amino)cyclohexyl]amino]-2-oxoethyl]-5-trifluoromethyl benzamide;~~

~~2-(Methylamino)-N-[2-[(cis)-2-[4-(aminosulfonyl)benzoyl]amino)cyclohexyl]amino]-2-oxoethyl]-5-trifluoromethyl benzamide;~~

~~2-Amino-N-[2-[(cis)-2-[4-(aminosulfonyl)benzoyl]amino)cyclohexyl]amino]-2-oxoethyl]-5-bromo benzamide;~~

~~Tert-butyl 2-[(2-[(cis)-2-[4-(aminosulfonyl)benzoyl]amino)cyclohexyl]amino]-2-~~

AMENDMENTS TO THE CLAIMS

~~oxoethyl}amino)carbonyl}-4-~~
~~(trifluoromethoxy)phenylcarbamate;~~

~~2-Amino-N-[2-[[[(cis)-2-[[4-~~
~~(aminosulfonyl)benzoyl]amino]cyclohexyl]amino]-2-~~
~~oxoethyl]-5-trifluoromethoxy benzamide;~~

~~2-(Allylamino)-N-[2-[[[(cis)-2-[[4-~~
~~(aminosulfonyl)benzoyl]amino]cyclohexyl]amino]-2-~~
~~oxoethyl]-5-trifluoromethyl benzamide;~~

~~2-((2-methyl-2-propenyl)amino)-N-[2-[[[(cis)-2-[[4-~~
~~(aminosulfonyl)benzoyl]amino]cyclohexyl]amino]-2-~~
~~oxoethyl]-5-trifluoromethyl benzamide;~~

~~2-(cyclopropylmethylene)amino-N-[2-[[[(cis)-2-[[4-~~
~~(aminosulfonyl)benzoyl]amino]cyclohexyl]amino]-2-~~
~~oxoethyl]-5-trifluoromethyl benzamide;~~

~~2-(butyl)amino-N-[2-[[[(cis)-2-[[4-~~
~~(aminosulfonyl)benzoyl]amino]cyclohexyl]amino]-2-~~
~~oxoethyl]-5-trifluoromethyl benzamide;~~

~~2-(propyl)amino-N-[2-[[[(cis)-2-[[4-~~
~~(aminosulfonyl)benzoyl]amino]cyclohexyl]amino]-2-~~
~~oxoethyl]-5-trifluoromethyl benzamide;~~

~~2-(propyl)amino-N-[2-[[[(cis)-2-[[4-~~
~~(aminosulfonyl)benzoyl]amino]cyclohexyl]amino]-2-~~
~~oxoethyl]-5-trifluoromethyl benzamide;~~

AMENDMENTS TO THE CLAIMS

~~2-((2-methyl-2-propyl)amino)-N-[2-[[[(cis)-2-[[4-(aminosulfonyl)benzoyl]amino]cyclohexyl]amino]-2-oxoethyl]-5-trifluoromethyl]benzamide;~~

~~2-((aminocarbonyl)amino)-N-[2-[[[(cis)-2-[[4-(aminosulfonyl)benzoyl]amino]cyclohexyl]amino]-2-oxoethyl]-5-trifluoromethyl]benzamide;~~

~~2-(acetyl-amino)-N-[2-[[[(cis)-2-[[4-(aminosulfonyl)benzoyl]amino]cyclohexyl]amino]-2-oxoethyl]-5-trifluoromethyl]benzamide;~~

~~2-(Methylamino)-N-[2-[[[(cis)-2-[[4-(aminosulfonyl)benzoyl]amino]cyclohexyl]amino]-2-oxoethyl]-5-iodomethyl]benzamide;~~

~~2-(Ethylamino)-N-[2-[[[(cis)-2-[[4-(aminosulfonyl)benzoyl]amino]cyclohexyl]amino]-2-oxoethyl]-5-iodomethyl]benzamide;~~

~~2-(Trifluoroacetyl-amino)-N-[2-[[[(cis)-2-[[4-(aminosulfonyl)benzoyl]amino]cyclohexyl]amino]-2-oxoethyl]-5-iodomethyl]benzamide;~~

~~2-(amino)-N-[2-[[[(cis)-2-[[4-(aminosulfonyl)benzoyl]amino]cyclohexyl]amino]-2-oxoethyl]-5-nitro]benzamide;~~

~~Iso-propyl-2-[[[(2-[[[(cis)-2-[[4-(aminosulfonyl)benzoyl]amino]cyclohexyl]amino]-2-oxoethyl]amino)carbonyl]-4-(iodo)phenyl]carbamate;~~

AMENDMENTS TO THE CLAIMS

~~Tert butyl 2-[[[(2-[[[(cis)-2-[[[4-~~
~~(aminosulfonyl)benzoyl]amino]cyclohexyl]amino]-2-~~
~~oxoethyl]amino)carbonyl]-4-(iodo)phenyl]carbamate;~~

~~2-(amino)-N-[2-[[[(cis)-2-[[[4-~~
~~(aminosulfonyl)benzoyl]amino]cyclohexyl]amino]-2-~~
~~oxoethyl]-3,5-dinitro benzamide;~~

~~2-((Isopropylaminocarbonyl)amino)-N-[2-[[[(cis)-2-[[[4-~~
~~(aminosulfonyl)benzoyl]amino]cyclohexyl]amino]-2-~~
~~oxoethyl]-5-trifluoromethyl benzamide;~~

~~2-((cyclohexylcarbonyl)amino)-N-[2-[[[(cis)-2-[[[4-~~
~~(aminosulfonyl)benzoyl]amino]cyclohexyl]amino]-2-~~
~~oxoethyl]-5-trifluoromethyl benzamide;~~

~~2-((Cyclopentylmethylenecarbonyl)amino)-N-[2-[[[(cis)-2-~~
~~[[[4-~~
~~(aminosulfonyl)benzoyl]amino]cyclohexyl]amino]-2-~~
~~oxoethyl]-5-trifluoromethyl benzamide;~~

~~2-((cyclohexylcarbonyl)amino)-N-[2-[[[(cis)-2-[[[4-~~
~~(methylsulfonyl)benzoyl]amino]cyclohexyl]amino]-2-~~
~~oxoethyl]-5-trifluoromethyl benzamide;~~

~~2-((cyclohexylcarbonyl)amino)-N-[2-[[[(cis)-2-[[[4-~~
~~(methylthio)benzoyl]amino]cyclohexyl]amino]-2-~~
~~oxoethyl]-5-trifluoromethyl benzamide;~~

~~2-((Isopropylaminocarbonyl)amino)-N-[2-[[[(cis)-2-[[[4-~~
~~(methylthio)benzoyl]amino]cyclohexyl]amino]-2-~~
~~oxoethyl]-5-trifluoromethyl benzamide;~~

AMENDMENTS TO THE CLAIMS

~~2-((Isopropylaminocarbonyl)amino)-N-[2-[[[(cis)-2-[[4-(methylsulfonyl)benzoyl]amino]cyclohexyl]amino]-2-oxoethyl]-5-trifluoromethyl]benzamide;~~

~~2-((Methylsulfonyl)amino)-N-[2-[[[(cis)-2-[[4-(aminosulfonyl)benzoyl]amino]cyclohexyl]amino]-2-oxoethyl]-5-trifluoromethyl]benzamide;~~

~~2-((Aminocarbonyl)amino)-N-[2-[[[(cis)-2-[[4-(aminosulfonyl)benzoyl]amino]cyclohexyl]amino]-2-oxoethyl]-5-trifluoromethyl]benzamide;~~

~~2-((Allyl)amino)-N-[2-[[[(cis)-2-[[4-(methylsulfonyl)benzoyl]amino]cyclohexyl]amino]-2-oxoethyl]-5-trifluoromethyl]benzamide;~~

~~2-((Allyl)amino)-N-[2-[[[(cis)-2-[[4-(methylthio)benzoyl]amino]cyclohexyl]amino]-2-oxoethyl]-5-trifluoromethyl]benzamide;~~

~~2-((2-Methyl-2-propenyl)amino)-N-[2-[[[(cis)-2-[[4-(methylsulfonyl)benzoyl]amino]cyclohexyl]amino]-2-oxoethyl]-5-trifluoromethyl]benzamide;~~

~~2-((2-methyl-2-propenyl)amino)-N-[2-[[[(cis)-2-[[4-(methylthio)benzoyl]amino]cyclohexyl]amino]-2-oxoethyl]-5-trifluoromethyl]benzamide;~~

~~2-((Propyl)amino)-N-[2-[[[(cis)-2-[[4-(methylsulfonyl)benzoyl]amino]cyclohexyl]amino]-2-oxoethyl]-5-trifluoromethyl]benzamide;~~

AMENDMENTS TO THE CLAIMS

~~2-((Propyl)amino)-N-[2-[[[(cis)-2-[[4-(methylthio)benzoyl]amino]cyclohexyl]amino]-2-oxoethyl]-5-trifluoromethyl]benzamide;~~

~~2-((2-Methylpropyl)amino)-N-[2-[[[(cis)-2-[[4-(methylsulfonyl)benzoyl]amino]cyclohexyl]amino]-2-oxoethyl]-5-trifluoromethyl]benzamide;~~

~~2-((2-Methylpropyl)amino)-N-[2-[[[(cis)-2-[[4-(methylthio)benzoyl]amino]cyclohexyl]amino]-2-oxoethyl]-5-trifluoromethyl]benzamide;~~

~~2-((Butyl)amino)-N-[2-[[[(cis)-2-[[4-(methylsulfonyl)benzoyl]amino]cyclohexyl]amino]-2-oxoethyl]-5-trifluoromethyl]benzamide;~~

~~2-((Butyl)amino)-N-[2-[[[(cis)-2-[[4-(methylthio)benzoyl]amino]cyclohexyl]amino]-2-oxoethyl]-5-trifluoromethyl]benzamide;~~

~~2-((Ethylaminocarbonyl)amino)-N-[2-[[[(cis)-2-[[4-(methylthio)benzoyl]amino]cyclohexyl]amino]-2-oxoethyl]-5-trifluoromethyl]benzamide;~~

~~2-((Allylaminocarbonyl)amino)-N-[2-[[[(cis)-2-[[4-(methylthio)benzoyl]amino]cyclohexyl]amino]-2-oxoethyl]-5-trifluoromethyl]benzamide;~~

AMENDMENTS TO THE CLAIMS

~~2-((Iso-butylaminocarbonyl)amino)-N-[2-[[[(cis)-2-[[4-(methylthio)benzoyl]amino]cyclohexyl]amino]-2-exoethyl]-5-trifluoromethyl]benzamide;~~

~~2-((Cyclopentylaminocarbonyl)amino)-N-[2-[[[(cis)-2-[[4-(methylthio)benzoyl]amino]cyclohexyl]amino]-2-exoethyl]-5-trifluoromethyl]benzamide;~~

~~2-((Tert-butoxycarbonyl)amino)-N-[2-[[[(cis)-2-[[4-(methylthio)benzoyl]amino]cyclohexyl]amino]-2-exoethyl]-5-trifluoromethyl]benzamide;~~

~~2-((Iso-propoxycarbonyl)amino)-N-[2-[[[(cis)-2-[[4-(methylthio)benzoyl]amino]cyclohexyl]amino]-2-exoethyl]-5-trifluoromethyl]benzamide;~~

~~2-((Ethoxycarbonyl)amino)-N-[2-[[[(cis)-2-[[4-(methylthio)benzoyl]amino]cyclohexyl]amino]-2-exoethyl]-5-trifluoromethyl]benzamide;~~

~~2-((Pyrrolidinylcarbonyl)amino)-N-[2-[[[(cis)-2-[[4-(methylthio)benzoyl]amino]cyclohexyl]amino]-2-exoethyl]-5-trifluoromethyl]benzamide;~~

~~2-((Morpholinylcarbonyl)amino)-N-[2-[[[(cis)-2-[[4-(methylthio)benzoyl]amino]cyclohexyl]amino]-2-exoethyl]-5-trifluoromethyl]benzamide;~~

~~2-((Azetidiny carbonyl)amino)-N-[2-[[[(cis)-2-[[4-(methylthio)benzoyl]amino]cyclohexyl]amino]-2-exoethyl]-5-trifluoromethyl]benzamide;~~

AMENDMENTS TO THE CLAIMS

~~2-([1-Pyrrolidinylcarbonyl]amino)-N-[2-(((cis)-4-([4-(methylthio)benzyl]amino)tetrahydro-2H-pyran-3-yl)amino)-2-oxoethyl]-5-(trifluoromethyl)benzamide;~~

~~2-([1-Azetidinylcarbonyl]amino)-N-[2-(((cis)-4-([4-(methylthio)benzyl]amino)tetrahydro-2H-pyran-3-yl)amino)-2-oxoethyl]-5-(trifluoromethyl)benzamide;~~

~~2-([1-Azetidinylcarbonyl]amino)-N-[2-(((cis)-4-([4-(methoxy)benzyl]amino)tetrahydro-2H-pyran-3-yl)amino)-2-oxoethyl]-5-(trifluoromethyl)benzamide;~~

~~1-(4-Methylthiobenzoylamino)-2-[2-(2-amino-5-trifluoromethylbenzoylamino)-acetylamino]-4-aminocyclohexane;~~

~~[2-([5-benzyloxy carbonylamino-2-(4-methylthio-benzoylamino)cyclohexyl carbamoyl]-methyl)carbamoyl]-4-trifluoromethylphenyl] carbamic acid tert-butyl ester;~~

~~[4-(4-Methylthiobenzoylamino)-3-[2-(3-trifluoromethylbenzoylamino)-acetylamino]-4-aminocyclohexane;~~

~~[4-(4-methylthiobenzoylamino)-3-[2-(3-trifluoromethylbenzoylamino)acetylamino]-cyclohexyl] carbamic acid benzyl ester;~~

AMENDMENTS TO THE CLAIMS

~~1-(4-Methanesulfonylbenzoylamino)-2-[2-(3-trifluoromethylbenzoylamino)-acetylamino]cyclohexyl-4-aminocyclohexane;~~

~~1-(4-Methylthiobenzoylamino)-2-[2-(2-amino-5-trifluoromethylbenzoylamino)acetylamino]-4-(2-propylamino)cyclohexane;~~

~~1-(4-Methylthiobenzoylamino)-2-[2-(2-amino-5-trifluoromethylbenzoylamino)acetylamino]-4-(3-methylureido)cyclohexane;~~

~~1-(4-Methylthiobenzoylamino)-2-[2-(3-trifluoromethylbenzoylamino)acetylamino]-6-aminocyclohexane;~~

~~1-(4-Methylthiobenzoylamino)-2-[2-(3-trifluoromethylbenzoylamino)acetylamino]-6-(2-propylamino)cyclohexane;~~

~~1-(4-Methylthio-benzoylamino)-2-[2-(2-Amino-5-trifluoromethyl-benzoylamino)-acetylamino]-4-aminocyclohexane;~~

~~4-(4-Methylthiobenzoylamino)-3-[2-(3-trifluoromethylbenzoylamino)acetylamino]-4-(2-propylamino)-cyclohexane;~~

~~1-(4-Methylthiobenzoylamino)-2-[2-(3-trifluoromethylbenzoylamino)acetylamino]-5-aminocyclohexane;~~

AMENDMENTS TO THE CLAIMS

2-Amino-N-({2-[(4-methylthiophenylamino)methyl]cyclohexylcarbamoyl}-methyl)-5-(trifluoromethyl)benzamide;

2-Isopropylamino-N-{[(cis)2-(4-methylthiobenzylamino)-cyclohexylcarbamoyl]-methyl}-5-trifluoromethylbenzamide;

2-(3-Isopropylureido)-N-{[2-(4-methylthiobenzylamino)cyclohexylcarbamoyl]-methyl}-5-trifluoromethylbenzamide;

2-(3-Morpholinylureido)-N-{[2-(4-methylthiobenzylamino)cyclohexylcarbamoyl]-methyl}-5-trifluoromethylbenzamide;

~~2-Amino-N-({2-(cis)-[3-(4-methylthiophenyl)ureido]cyclohexylcarbamoyl}methyl)-5-trifluoromethylbenzamide;~~

~~{2-[(2-(Cis)-[3-(4-methanesulfonylphenyl)ureido]cyclohexylcarbamoyl}methyl)-4-trifluoromethylphenyl]carbamate acid tert-butyl ester;~~

~~2-amino-N-{2-[(3S,4R)-4-[[4-(methylthio)benzyl]amino]-1-propyl-3-piperidinyl]amino}-2-oxoethyl}-5-(trifluoromethyl)benzamide;~~

~~2-Amino-N-{2-[(3R,4S)-4-[[4-(methylthio)benzyl]amino]-1-propyl-3-piperidinyl]amino}-2-oxoethyl}-5-(trifluoromethyl)benzamide;~~

AMENDMENTS TO THE CLAIMS

~~2-amino-N-{2-[(cis)-4-[[4-(methylthio)benzoyl]amino]-1-methyl-3-piperidinyl]amino}-2-oxoethyl}-5-(trifluoromethyl)benzamide;~~

~~N-{2-[(cis)-4-[[4-chlorobenzyl]amino]-3-piperidinyl]amino}-2-oxoethyl}-3-(trifluoromethyl)benzamide;~~

~~N-{2-[(cis)-4-[[4-(methylthio)benzyl]amino]-3-piperidinyl]amino}-2-oxoethyl}-3-(trifluoromethyl)benzamide;~~

~~2-Amino-N-{2-[(cis)-4-[[4-chlorobenzyl]amino]-3-piperidinyl]amino}-2-oxoethyl}-5-(trifluoromethyl)benzamide;~~

~~2-Amino-N-{2-[(cis)-4-[[4-methylthiobenzyl]amino]-3-piperidinyl]amino}-2-oxoethyl}-5-(trifluoromethyl)benzamide;~~

~~2-Amino-N-{2-[(cis)-4-[[4-ethylthiobenzyl]amino]-3-piperidinyl]amino}-2-oxoethyl}-5-(trifluoromethyl)benzamide;~~

~~N-{2-[(cis)-4-[[4-methylthiobenzyl]amino]-1-methyl-3-piperidinyl]amino}-2-oxoethyl}-3-(trifluoromethyl)benzamide;~~

AMENDMENTS TO THE CLAIMS

~~N-{2-[(cis)-4-{bis[4-methylthiobenzyl]amino}-1-methyl-3-piperidinyl]amino}-2-oxoethyl}-3-(trifluoromethyl)benzamide;~~

~~2-Amino-N-{2-[(cis)-4-{[4-methylthiobenzyl]amino}-1-methyl-3-piperidinyl]amino}-2-oxoethyl}-5-(trifluoromethyl)benzamide;~~

~~N-{2-[(cis)-4-{[4-methylthiobenzyl]amino}-1-acetyl-3-piperidinyl]amino}-2-oxoethyl}-3-(trifluoromethyl)benzamide;~~

~~2-Amino-N-{2-[(cis)-4-{[4-methylthiobenzyl]amino}-1-butyl-3-piperidinyl]amino}-2-oxoethyl}-5-(trifluoromethyl)benzamide;~~

~~2-Cyclohexylamino-N-{2-[(cis)-4-{[4-methylthiobenzyl]amino}-1-propyl-3-piperidinyl]amino}-2-oxoethyl}-5-(trifluoromethyl)benzamide;~~

~~2-Iso-propylamino-N-{2-[(cis)-4-{[4-methylthiobenzyl]amino}-1-propyl-3-piperidinyl]amino}-2-oxoethyl}-5-(trifluoromethyl)benzamide;~~

~~2-(Pyrrolidinylcarbonyl)amino-N-{2-[(cis)-4-{[4-methylthiobenzyl]amino}-1-propyl-3-piperidinyl]amino}-2-oxoethyl}-5-(trifluoromethyl)benzamide;~~

AMENDMENTS TO THE CLAIMS

~~2-(Methylaminocarbonyl)amino-N-{2-[(cis)-4-[[4-methylthiobenzyl]amino]-1-propyl-3-piperidinyl]amino}-2-oxoethyl}-5-(trifluoromethyl)benzamide;~~

~~3-Amino-N-{2-[(cis)-4-[[4-methylthiobenzyl]amino]-1-propyl-3-piperidinyl]amino}-2-oxoethyl}-5-(trifluoromethyl)benzamide;~~

~~N-{2-[(cis)-4-[[4-aminosulfonylbenzoyl]amino]-3-piperidinyl]amino}-2-oxoethyl}-3-(trifluoromethyl)benzamide;~~

~~N-{2-[(cis)-4-[[4-methylsulfonylbenzoyl]amino]-3-piperidinyl]amino}-2-oxoethyl}-3-(trifluoromethyl)benzamide;~~

~~2-Amino-N-{2-[(cis)-4-[[4-(methylthio)benzoyl]amino]-3-piperidinyl]amino}-2-oxoethyl}-5-(trifluoromethyl)benzamide;~~

~~N-{2-[(cis)-4-[[4-methylthiobenzoyl]amino]-1-methyl-3-piperidinyl]amino}-2-oxoethyl}-3-(trifluoromethyl)benzamide;~~

~~N-{2-[(cis)-4-[[4-methylthiobenzoyl]amino]-1-acetyl-3-piperidinyl]amino}-2-oxoethyl}-3-(trifluoromethyl)benzamide;~~

AMENDMENTS TO THE CLAIMS

~~2-Amino-N-{2-[(*cis*)-4-[[4-methylthiobenzoyl]amino]-1-butyl-3-piperidinyl]amino}-2-oxoethyl}-3-(trifluoromethyl)benzamide;~~

~~2-Cyclohexylamino-N-{2-[(*cis*)-4-[[4-methylthiobenzoyl]amino]-1-propyl-3-piperidinyl]amino}-2-oxoethyl}-5-(trifluoromethyl)benzamide;~~

~~2-Iso-propylamino-N-{2-[(*cis*)-4-[[4-methylthiobenzoyl]amino]-1-propyl-3-piperidinyl]amino}-2-oxoethyl}-5-(trifluoromethyl)benzamide;~~

~~3-Amino-N-{2-[(*cis*)-4-[[4-methylthiobenzoyl]amino]-1-propyl-3-piperidinyl]amino}-2-oxoethyl}-5-(trifluoromethyl)benzamide;~~

~~N-{2-[(*cis*)-3-[[4-(aminosulfonyl)benzoyl]amino]-4-piperidinyl]amino}-2-oxoethyl}-3-(trifluoromethyl)benzamide;~~

N-{[4-Dimethylamino-2-(4-methylsulfanyl-benzylamino)-cyclohexylcarbamoyl]-methyl}-3-trifluoromethyl-benzamide trifluoroacetate;

N-{[2-(4-Chloro-benzylamino)-4-dimethylamino-cyclohexylcarbamoyl]-methyl}-3-trifluoromethyl-benzamide trifluoroacetate;

AMENDMENTS TO THE CLAIMS

N-{{[4-Dimethylamino-2-(4-methoxy-benzylamino)-
cyclohexylcarbonyl]-methyl}-3-trifluoromethyl-
benzamide trifluoroacetate; and

N-{{[4-Dimethylamino-2-(4-methyl-benzylamino)-
cyclohexylcarbonyl]-methyl}-3-trifluoromethyl-
benzamide trifluoroacetate.

12. (ORIGINAL) A pharmaceutical composition,
comprising a pharmaceutically acceptable carrier and a
therapeutically effective amount of a compound of claim
1.

13. (ORIGINAL) A method for modulation of
chemokine or chemokine receptor activity comprising
administering to a patient in need thereof a
therapeutically effective amount of a compound of claim
1.

14. (ORIGINAL) A method for modulation of MCP-1,
MCP-2, MCP-3 and MCP-4, and MCP-5 activity that is
mediated by the CCR2 receptor comprising administering
to a patient in need thereof a therapeutically
effective amount of a compound of claim 1.

15. (ORIGINAL) A method for modulation of MCP-1
activity comprising administering to a patient in need
thereof a therapeutically effective amount of a
compound of claim 1.

AMENDMENTS TO THE CLAIMS

16. (AMENDED) A method for treating ~~or preventing~~ disorders, comprising administering to a patient in need thereof a therapeutically effective amount of a compound of claim 1, said disorders being selected from osteoarthritis, aneurism, fever, cardiovascular effects, Crohn's disease, congestive heart failure, autoimmune diseases, HIV-infection, HIV-associated dementia, psoriasis, idiopathic pulmonary fibrosis, transplant arteriosclerosis, physically- or chemically-induced brain trauma, inflammatory bowel disease, alveolitis, colitis, systemic lupus erythematosus, nephrotoxic serum nephritis, glomerularnephritis, asthma, multiple sclerosis, arteriosclerosis, and rheumatoid arthritis.

17. (AMENDED) The method for treating ~~or preventing~~ disorders, of claim 16, wherein said disorders being selected from psoriasis, idiopathic pulmonary fibrosis, transplant arteriosclerosis, physically- or chemically-induced brain trauma, inflammatory bowel disease, alveolitis, colitis, systemic lupus erythematosus, nephrotoxic serum nephritis, glomerularnephritis, asthma, multiple sclerosis, arteriosclerosis, and rheumatoid arthritis.

18. (AMENDED) The method for treating ~~or preventing~~ disorders, of claim 17, wherein said disorders being selected from alveolitis, colitis, systemic lupus erythematosus, nephrotoxic serum nephritis, glomerularnephritis, asthma, multiple sclerosis, arteriosclerosis, and rheumatoid arthritis.

AMENDMENTS TO THE CLAIMS

19. (AMENDED) The method for treating ~~or preventing~~ disorders, of claim 18, wherein said disorders being selected from asthma, multiple sclerosis, arteriosclerosis, and rheumatoid arthritis.

20. (AMENDED) A method for treating ~~or preventing~~ rheumatoid arthritis, comprising administering to a patient in need thereof a therapeutically effective amount of a compound of claim 1.

21. (AMENDED) A method for treating ~~or preventing~~ multiple sclerosis, comprising administering to a patient in need thereof a therapeutically effective amount of a compound of claim 1.

22. (AMENDED) A method for treating ~~or preventing~~ atherosclerosis, comprising administering to a patient in need thereof a therapeutically effective amount of a compound of claim 1.

23. (AMENDED) A method for treating ~~or preventing~~ asthma, comprising administering to a patient in need thereof a therapeutically effective amount of a compound of claim 1.

24. (AMENDED) A method for treating ~~or preventing~~ inflammatory diseases, comprising administering to a patient in need thereof a therapeutically effective amount of a compound of claim 1.

25. (ORIGINAL) A method for modulation of CCR2 activity comprising administering to a patient in need

AMENDMENTS TO THE CLAIMS

thereof a therapeutically effective amount of a compound of claim 1.

26. (NEW) A pharmaceutical composition, comprising a pharmaceutically acceptable carrier and a therapeutically effective amount of a compound of claim 8.

27. (NEW) A method for modulation of MCP-1 activity comprising administering to a patient in need thereof a therapeutically effective amount of a compound of claim 8.

28. (NEW) The method for treating ~~or preventing~~ disorders, comprising administering to a patient in need thereof a therapeutically effective amount of a compound of claim 8, wherein said disorders being selected from asthma, multiple sclerosis, arteriosclerosis, and rheumatoid arthritis.

29. (NEW) A method for treating ~~or preventing~~ rheumatoid arthritis, comprising administering to a patient in need thereof a therapeutically effective amount of a compound of claim 8.